



**Allegiant Gold Ltd.
1090 Hamilton Street
Vancouver, B.C.
V6B 2R9
Canada**

**Management's Discussion and Analysis
Year Ended
September 30, 2023**

(Stated in Canadian Dollars)

Report Date – January 26, 2024

Allegiant Gold Ltd.

Management's Discussion and Analysis

Year Ended September 30, 2023

(Expressed Canadian Dollars)

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Allegiant Gold Ltd.

Management's Discussion and Analysis

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(Expressed Canadian Dollars)

This Management's Discussion and Analysis ("MD&A") focuses on significant factors that have affected Allegiant Gold Ltd. (the "Company" or "Allegiant") and its subsidiaries' performance and such factors that may affect its future performance. This MD&A should be read in conjunction with the Company's audited annual consolidated financial statements and related notes for the year ended September 30, 2023 (the "Financial Statements") which were prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"). All figures in this MD&A are expressed in Canadian Dollars unless otherwise noted. The information contained in this MD&A is current to the Report Date as defined on the cover page.

Forward looking information

This MD&A contains "forward-looking information and statements" that are subject to risk factors set out under the caption *Caution regarding forward looking statements* later in this document. The reader is cautioned not to place undue reliance on forward-looking statements.

Profile and Strategy

Allegiant was incorporated on September 26, 2017, under the laws of the Province of British Columbia, Canada. The Company obtained its initial listing on the TSX Venture Exchange ("TSXV") on January 30, 2018. The common shares of the Company are also listed on the OTCQX effective February 26, 2018.

The Company's head office address is located at 1090 Hamilton Street, Vancouver, British Columbia, V6B 2R9, Canada.

The Company's principal business activities are the acquisition, exploration, and development of resource properties, with gold as a principal focus. The Company is in the process of exploring and developing its resource properties but has not yet determined whether the properties contain ore reserves that are economically recoverable. The Company's flagship project is Eastside, but the Company maintains other prospective exploration properties which may be considered for joint venture or sale to provide an alternative funding source and help diversify exploration risk and reduce corporate dilution.

The Company's financial condition is affected by general market conditions and conditions specific to the mining industry. These conditions include, but are not limited to, the price of gold and accessibility of debt or equity financing.

Overall Performance and Updates

The following highlights the Company's overall performance for the three months and years ended September 30, 2023 and 2022:

	Three Months Ended			Years Ended		
	September 30,	September 30,	Change	September 30,	September 30,	Change
	2023	2022		2023	2022	
	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Net income (loss)	1,649,605	97,980	1,551,625	474,650	(1,731,825)	2,206,475
Income (loss) per share – basic and diluted	0.02	0.00	0.02	0.00	(0.02)	0.02
Cash used in operating activities	(331,382)	353,809	(685,190)	(1,730,893)	(974,564)	(756,328)
Cash at end of period	239,459	4,076,330	(3,836,871)	239,459	4,076,330	(3,836,871)

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Discussion of Operations

Eastside

The Eastside Project is located approximately 32 km west of Tonopah, Nevada. The Company holds a 100% interest in Eastside, subject to underlying royalties.

In July 2021, the Company entered into a lease agreement (the "Hilger Agreement"), with option to purchase, for 84 mineral claims (the "Hilger Property") located adjacent to the Eastside project. The terms of the lease require escalating cash and common share payments over the initial six years with the subsequent years having a fixed aggregate annual payments of US\$75,000. The first two years of lease payments totaling US\$60,000 were settled through the issuance of 163,733 common shares of the Company valued at subsequent to year end.

The lease has a term of ten years with a renewal option for two additional ten-year periods at the election of the Company.

At any time during the term of the lease, the Company has the option to purchase the Hilger Property for a cash payment of US\$750,000. On exercise of the option, the vendor will retain a 3% net smelter return royalty on production from the property, and the lease will terminate. The Company has the option to reduce the royalty by 2% in instalments of 1% each for payments of US\$1,000,000 per instalment. The Company must expend a minimum of US\$350,000 in expenditures on the Hilger Property before the fifth anniversary of the effective date of the Hilger Agreement, unless the option is exercised, or the Hilger Agreement is terminated.

On January 27, 2020, the Company announced an updated Inferred Resource Estimate for the Eastside gold project in Nevada. The updated resource estimate ("Updated Resource Estimate and NI 43-101 Technical Report, Eastside and Castle Gold-Silver Project Technical Report, Esmeralda County, Nevada") was conducted by Mine Development Associates ("MDA") of Reno, Nevada with an effective date of December 30, 2019. Contained pit-constrained Inferred Resources of 996,000 Au ounces and 7,838,000 Ag ounces were calculated in accordance with NI 43-101. The MDA Technical Report was subsequently revised, dated July 30, 2021, and was filed on SEDAR. This report builds on and supersedes the NI 43-101 reports of Ristorcelli (December 2016) and Ristorcelli (July 2017) titled "*Resource Estimate and Technical Report, Eastside Gold-Silver Project, Esmeralda County, Nevada*" prepared for Allegiant with an Effective Date of July 25, 2017.

Preliminary metallurgical studies conducted by Kappes, Cassiday and Associates, in Reno, Nevada, indicate the mineralization is amenable to recovery by cyanidation. Heap-leach extractions are expected to be around 70% and 20% for gold and silver, respectively, but likely would require crushing. Milling with a fine grind is expected to result in extractions over 90% for gold and approximately 50% silver.

Ongoing field work at Eastside has generated a significant number of new targets from both geologic and alteration mapping, combined with geochemical sampling. Allegiant has determined that the Original Zone, Targets 1, 2, and 6, are actually part of a large and continuous zone or cell of hydrothermal alteration, which extends for 5.5 km north and south, and is about 1-2 km wide. The Original Zone, where essentially all drilling has occurred to date, lies completely within this large cell of hydrothermal alteration. The cell provides abundant drill targets for future drilling. In addition, geochemical targets exist at Targets 3, 5, and 7. Further, the east flank on the Allegiant claim block is "pediment" in nature, where only a few small bedrock exposures are present and rocks are mostly covered with a thin veneer (10-20 m) of alluvium. As announced back in December 2019, the Board, as part of its 2020 Exploration Budget, has approved an expansion of the permitted operating zone from the current 601 acres to approximately 3,600 acres in order to better understand and target these additional areas that warrant further exploration.

In April 2021, the Company completed 49 exploration reverse circulation ("RC") drill holes, totalling 5,850 metres, drilled in the Castle zone around the former-producing Boss mine, located within the Eastside gold project. The shallow at-surface mineralization at the Castle zone is important for the Eastside project for the following reasons:

- Potential increase in contained ounces;
- Potential for reasonably low strip-ratio mining;
- Potential starter pit for a future Eastside mine.

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The drilling encountered shallow gold mineralization, best described as a blanket-like zone, that commences at an approximate depth of between zero and 30 metres and continues for 20 to 40 metres in thickness. Gold is hosted in Tertiary andesite and rhyolite tuff, associated with quartz stockworks, iron oxides along fractures, argillization, and occasionally massive silicification. The Tertiary volcanic rocks overlie Paleozoic rocks of the Palmetto formation, which were encountered at depth in nearly all the drill holes. Drill intercepts (using a 0.1-gram-per-tonne-gold cut-off) for the 49 holes. Most of the holes were angle holes drilled in a variety of directions at a dip of 45 degrees. Essentially all of the mineralization was deemed as oxide visually.

Forty-seven holes encountered mineralization within 45 metres of surface. Some of the highlights include:

- 5 metres of 1.85 grams per tonne from hole ES-196;
- 14 metres of 1.08 grams per tonne from hole ES-202;
- 4.5 metres of 2.32 grams per tonne from hole ES-211;
- 3.6 metres of 2.00 grams per tonne from hole ES-216;
- 1.5 metres of 3.86 grams per tonne from hole ES-222.

In addition, the company staked an additional 194 claims that it believes are of strategic importance in relation to its new discovery known as the East Pediment Prospect.

In May 2021, the Company announced that it had encountered several high-grade gold intercepts in the Original Pit zone. Gold and silver at the Original Pit zone are hosted mainly in young rhyolite domes and dikes cutting through andesite flows and lahar, lacustrine tuffs, and rhyolite flows and plugs. Approximately 85% of the drilled gold intercepts are hosted in rhyolite. Important alteration includes multiple generations of quartz in stock works, replacement illite, adularia (both as flooding and in veins), and a variety of iron oxides mostly filling fractures. The domes at the Original Pit are the northernmost two of a highly prospective dome field, elongated north-to-south, and measuring 10 kilometres by two km. The dome field contains 41 separate domes and is entirely covered by Allegiant's claim block. Higher grade intercepts in Drill Hole 243 appear to be associated with stronger quartz veining than usual. Future work programs in the Original Pit zone will focus on defining the extent of this high-grade zone to better understand the implications on resource growth and mine planning and economics.

Highlights of the nine-hole (3,673 metre) RC drill program include:

- **Hole 243 included 2.55 g/t gold over 147.8 metres (3.17 g/t Au over 117.3 m);**
- **Hole 243 is the best drill intercept to date at the Eastside project;**
- **Hole 243 was a 100-metre step-out from the closest hole in the Original Pit and is open west, east and south;**
- **Hole 243 is well within an open pit modelling scenario;**
- **Significant silver intercepts in holes 243 and 239;**
- **Strong gold intercepts in holes 239, 243, 244 and 245;**
- **Mineralization encountered in seven of nine holes;**
- **Eastside remains open in all directions and at depth in both the Original Pit zone and the Castle zone.**

Over 284 metres of the 428 metres drilled in Hole 243 were mineralized, and utilizing a 0.10 g/t Au cut-off, 2.55 g/t Au over 147.8 metres and 3.17 g/t Au over 117.3 m using a 0.20 g/t Au cut-off) commencing from a downhole depth of 172 metres. Further significant gold mineralization was encountered in Hole 239, Hole 244 and Hole 245 including the following highlights:

Hole 239 -- 111.3 metres of 1.45 g/t Au including 3.1 metres of 3.9 g/t Au at the bottom of the hole;

Hole 244 -- 76 metres of the hole is mineralized, including 6.1 metres of 1.48 g/t Au at 375 metres downhole depth;

Hole 245 -- 15.2 metres of 3.4 g/t Au from relatively shallow depths commencing at a downhole depth of 177 metres

Silver intercepts were also encountered during this most recent drilling program. Using a 10 g/t Ag cut-off, Hole 239 encountered 6.1 metres of 113.35 g/t Ag at the bottom of the hole. Hole 243, reported an intercept of 93.3 g/t Ag over 44.2 metres at a downhole depth of 184 metres. The Original Pit zone at Eastside hosts approximately 7,800,000 ounces of silver as reported in the NI 43-101 Eastside Technical Report, dated January 30, 2021. Allegiant continues to believe that there remains upside potential to discover additional silver on the property, though gold continues to be the primary mineralization.

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In May and June 2022, the Company completed a 32 hole, 6,703 metre RC drill program designed to test new exploration targets at Eastside focusing on the east pediment (21 holes) and the west anomaly (11 holes). The targets lie to the east and west of the Original Pit zone and were based on geophysical and geochemical anomalies. Drilling was conducted by Boart Longyear using a Foremost MPD 1500, track-mounted rig.

In September 2022, the Company a seven-hole, 3,457 metre, diamond drill program designed to test the high-grade zone discovered during the May 2021 drill program completed within the Original Pit zone at Eastside. Drilling highlights included:

- 9.9 grams per tonne gold over 1.5 metres (including 23 grams per tonne silver) and 5.3 g/t Au over 1.5 metres within a broader intercept of 0.63 g/t Au over 99 metres at hole ES-280;
- 1.0 g/t Au over 12 metres at hole ES-281;
- 1.0e g/t Au over 49 metres at hole ES-282;
- 2.0 g/t Au over 9 metres at hole ES-285 within a broader intercept of 0.46 g/t Au over 105 metres

In November and December 2022, the Company completed a 5-hole 1,554m reverse circulation program on the pediment to the East of the main resource area of the Eastside Project. The drill program was designed to follow up on drill hole sample assay results from ES-243, an RC drill hole the returned values up to 4.4 g/t Au and 33.0 g/t Ag; part of a program that was completed in May 2022. No significant assay results were returned from the drill program though host lithology including altered rhyolite was encountered in all the holes.

Castle

The Castle Project lies at the south end of the Eastside Project and contains the abandoned Boss Mine and the undeveloped Boss, Berg, Black Rock, and Castle Deposits. The project is held by unpatented federal lode mining claims and are included under the Eastside Project as the total number of claims form one continuous and contiguous claim block. The updated resource estimate ("Updated Resource Estimate and NI 43-101 Technical Report, Eastside and Castle Gold-Silver Project Technical Report, Esmeralda County, Nevada") conducted by Mine Development Associates ("MDA") of Reno, Nevada, with an effective date of July 30, 2021, contained a pit-constrained Inferred Resources of **19,986,000 tonnes** grading **0.49 g/t Au** at a cut-off grade of 0.15ppm g/t (314,000 ounces gold).

In January and February 2023, the company completed a 19-hole reverse circulation drilling program totaling 2,385m of drilling. The drill program targeted expansion potential of resources at the Boss, Berg, Black Rock and Castle deposits

Highlights of the drilling program include assayed intercepts including up to 6.4g/t Au and 38.7g/t Ag though broad low-grade gold and silver intercepts were also encountered. The exploration drilling results are listed below and show the significant intercepts from drill holes ES-292 through ES-310:

- 1.4 g/t Au and 8.2 g/t Ag over 15.2m in hole ES-310
- 6.4 g/t Au and 28.4 g/t Ag over 1.5m in hole ES-301, part of a longer 16.8m intercept of 0.8 g/t Au and 7.8 g/t Ag
- 0.65 g/t Au and 4.3 g/t Ag over 9.1m in hole ES-297
- 0.5 g/t Au and 5.6 g/t Ag over 19.8m in hole ES-307

There are occasional narrow, high-grade zones, but the results are dominated by longer low-grade intervals that are above the resource cut-off of 0.15 g/t Au. Notably, the silver-gold ratio is consistently high to very high (>10:1 to >100:1) and provides a significant secondary resource mineral. Silver also serves as a useful pathfinder for gold and consistently there is a broad halo of silver mineralization around the narrow higher-grade zones of gold and silver mineralization.

From initial observations, and combined with the assay results, it appears that the gold and silver mineralization is directly associated with an oxidized and altered (recrystallized & silicified) phase of rhyolite containing gray quartz veins with varying concentrations of either iron-oxide or occasionally pyrite. Less commonly quartz-oxide or quartz-sulfide veins occur within andesite and very occasionally rhyolite "veins" are observed associated within the Palaeozoic "basement" sediments; at these deeper levels below surface silver is anomalous as broad zones but rarely carries gold.

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Bolo

The Bolo project is located approximately 60 km northeast of Tonopah, Nevada. The Company holds a 100% interest in Bolo, subject to underlying royalties.

On June 27, 2018, the Company entered into an agreement with New Placer Dome Gold Corp. ("NGLD"), under which NGLD may acquire up to a 50.01% undivided interest in Bolo by issuing common shares of NGLD to the Company, with an aggregate value of \$1,310,000 (US\$1,000,000) over a three year period, and also incurring certain exploration and evaluation expenditures on Bolo with a minimum aggregate value of \$5,240,000 (US\$4,000,000) by December 31, 2022. On April 24, 2019, the Company received 1,672,750 shares of NGLD, representing an initial \$334,550 (US\$250,000) option payment. On January 29, 2020, the Company received 2,059,219 common shares of NGLD, based on a volume weighted average price, representing the first anniversary \$270,077 (US\$250,000) share option payment. On December 23, 2020, the Company received 1,170,483 common shares of NGLD, based on a volume weighted average price, representing the second anniversary \$351,145 (US\$250,000) share option payment. On December 17, 2021, the Company received 1,608,350 common shares of NGLD, based on a minimum price of \$0.20, representing the third anniversary \$144,752 share option payment.

On December 30, 2021, the Company received \$320,750 (US\$250,000) in cash and 2,402,119 valued at \$192,170 (US\$150,000) from NGLD in connection with the Bolo option agreement. The cash and share payments totaling US\$400,000 were accepted by the Company in lieu of the exploration and evaluation expenditures that were required to be expended by NGLD before December 31, 2021.

Within 30 days of the completion of the initial option, NGLD must notify the Company in writing of its intention to earn an additional 24.99% interest in Bolo. This can be accomplished by incurring an additional \$5,240,000 (US\$4,000,000) in certain exploration and evaluation expenditures on Bolo within two years of acquiring the initial 50.01% interest in Bolo. If NGLD does not acquire the additional 24.99% interest, then NGLD will transfer a 0.02% interest in Bolo back to the Company.

During September 2019, NGLD completed a 10-hole reverse circulation drill program for a total of 1,838 metres. Seven of the drill holes, totalling 1,338 metres, were completed at the South mine fault zone, testing the extent of mineralization down dip and along strike. Previous RC drill intercepts at the South mine fault area include drill hole BL-38 that graded 3.24 grams per tonne (g/t) gold over 30.5 metres within a broader zone of mineralization averaging 1.28 g/t gold over 133 metres. One drill hole, totalling 177 metres, was completed between the South mine fault zone and Northern extension zone, testing both the continuity of mineralization along strike between the known zones, and a linear conductive anomaly identified by the 2019 induced polarization and resistivity geophysical survey. Two drill holes, totalling 323 metres, were completed at the historical Uncle Sam patented claim which has yielded high-grade silver plus gold channel rock chip samples including 3,146 g/t silver and 1.0 g/t gold over 2.6 metres, and 365 g/t silver and 1.9 g/t gold over 3.6 metres. Uncle Sam hosts high-grade silver plus gold mineralization at surface and in drill samples, and is the site of historical (circa 1880s) mine workings.

On July 23, 2020, NGLD announced the commencement of its 2020 summer drilling program at Bolo. In October 2020, the results from five reverse circulation ("RC") drill holes were released and stated that they have intersected significant oxide gold mineralization and expanded gold mineralization to depth. The South Mine fault zone remains open and has seven additional expansion drilling holes awaiting laboratory assay results.

On December 22, 2021, NGLD announced the commencement of a diamond drill program at the Bolo gold-silver project. In total, two core drill holes were completed, but no significant gold values were returned. However, zones of mineralized, oxidized, decalcified, silicified, and brecciated Windfall Formation were intersected, coincident with pathfinder (As plus or minus Ba plus or minus Sb) geochemical anomalies that indicate persistence of the mineralizing system at depth. Structural data collected from oriented core measurements provided valuable data that be used in the development of a 3D geological model for the South Mine Fault.

In May 2022, NGLD was acquired by Copaur Minerals Inc. ("CPAU"), an exploration company listed on the TSXV, and accordingly all future commitments under the Bolo Agreement are now the responsibility of CPAU.

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On July 18, 2022, CPAU announced phase 1 of the 2022 Bolo Gold-Silver Project exploration program which will comprise surface prospecting and grid rock chip geochemical sampling, targeting the northern extensions of the known gold bearing Mine Fault and East Fault structures; including potential new drill targets within the prospective Windfall Formation unit (Figure 1, and CPAU news release dated June 6, 2022). In total approximately 600 samples will be collected, designed to infill, and extend historical rock chip coverage 1 km north-south and 300 m east-west along two parallel proven gold mineralized fault structures.

On December 29, 2022, the Company received notification from CPAU that it has fulfilled its obligations under initial option and its intention to earn an additional 24.99% interest. The Company has acknowledged and agreed to the earn-in status on the Bolo project.

Four Metals

The Company and MinQuest Ltd. each own a 50% interest in 16 unpatented lode mining claims that, in addition to 24 unpatented lode mining claims that are 100% owned by the Company, comprise the Four Metals project. On April 19, 2018 the Company and MinQuest Ltd. entered into an option agreement with Arizona Standard (US) Corp. (the "Four Metals Optionee") and Barksdale Metals Corp. ("Barksdale") granting the Four Metals Optionee an option to acquire a 100% interest in the Four Metals project. The option agreement requires the Four Metals Optionee to pay \$294,750 (US\$225,000) in staged payments over a five-year period. In addition, Barksdale will issue common shares with a total value of \$294,750 (US\$225,000) in staged issuances over the same five-year period. The cash payments and share issuances are shared equally with MinQuest Ltd. so that the Company will receive 50% of the cash and share payments.

In April 2023, the Company received cash of \$67,150 (2022 – \$15,638) and 130,906 common shares (2022 – 33,688) of Barksdale, with a fair value of \$86,398 (2022 - \$15,833). As a result, Barksdale has fulfilled its obligations, and the Company has transferred its ownership interest in the Four Metals project.

Mogollon

The Company holds a 100% interest in Mogollon, subject to underlying royalties.

On August 21, 2020, the Company entered into an agreement with Summa Silver Corp. ("Summa") wherein Summa can acquire a 75% interest in the Mogollon silver property in exchange for an initial cash payment of US\$50,000 and the issuance of 200,000 common shares of Summa, subsequent cash and share payments valued at US\$2,750,000 and by incurring exploration expenditures totalling US\$3,000,000 over a period of three years. Summa can further acquire the remaining 25% interest in Mogollon by paying the Company an additional US\$3,000,000 in either cash or common shares of Summa.

On August 26, 2020, the Company received a cash payment of \$65,826 (US\$50,000) and 200,000 common shares of Summa, with a fair value of \$424,000. On August 17, 2021, the Company received a cash payment of \$126,000 (US\$100,000) and 352,351 common shares of Summa, with a fair value of \$352,351.

On October 11, 2021, the Company received 150,000 common shares of Summa valued at \$126,030 in connection with the approval of a royalty buy-down with one of the underlying claim owners.

On August 19, 2022, the Company received a cash payment of \$130,560 (US\$100,000) and 1,010,169 common shares of Summa, with a fair value of \$653,249.

On August 18, 2023, the Company received a cash payment of \$136,000 (US\$100,000) and 4,398,831 common shares of Summa, with a fair value of \$2,089,445.

On October 25, 2023, the Company received 8,912,884 common shares of Summa with a fair value of \$3,832,540 (US\$3,000,000) to complete the disposal of the Mogollon project.

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Goldfield West

The Company holds a 100% interest in 105 minerals claims, subject to a 2% royalty.

On March 15, 2022, the Company entered into a mineral lease agreement (the "Anchor Lease") whereby the Company holds a ten year renewable lease on 80 contiguous mineral claims in exchange for a cash payment of \$76,849 (US\$60,000), 277,668 common shares valued at \$105,514, future annual cash advance royalty payments commencing on the fifth anniversary of the Anchor Lease, and incurring an aggregate of US\$1,500,000 in exploration expenditures on the underlying claims of the Anchor Lease before the fifth anniversary of the Anchor Lease. A 2 % royalty is retained by the lessor.

In May 2022, the Company completed a UAV-based (unmanned aerial vehicle) MAG geophysical survey at Goldfield West ahead of a future drill program. This was followed up by a CSAMT survey completed in August 2022. Ongoing processing and interpretation of the geophysical data has identified a number of north-south trending, steeply dipping features that are consistent with structures that are associated with resistive, silica-rich alteration targets at depth.

By the end of June 2023, the Company had completed a mapping and sampling program across portions of Goldfield West, specifically the west-southwest portion of the claim area where there had been some historic mapping and sampling; the south-east portion of the claim area where historic drilling, mapping, and sampling had occurred, and an area to the north-west where there had been historic sampling and geophysics.

The Company completed a systematic soil sampling program on traverses across the three areas of interest and collected a total of 345 soil samples across 9 traverses; also completed was surface outcrop mapping during which a total of 202 rock samples were collected. Results received from the mapping and rock sampling program have revealed near surface epithermal, high to moderate sulfidation style mineralization associated with gold in rock samples up to 4.53 g/t gold and 23.4 g/t silver; notably a single rock sample returned high grade silver at 207 g/t and 0.5 g/t Au. All rock samples were analysed by spectral analysis to establish alteration mineralogy; the results reveal alteration mineral assemblages that are consistent with the epithermal style mineralization and alteration model.

The soil sampling program has indicated gold and arsenic (an important gold pathfinder element) anomalies along a north-south trend that coincides with evidence of alteration and faulting; there are also coincident silver, mercury and antimony pathfinder element anomalies along the same North-south trend that have a broader East-west halo likely the product of greater near surface dispersion due to increased mobility of these elements in the near surface environment.

TS Prospect

The TS (Travertine Sinter) Prospect lies approximately 2.2 kilometres east of the eastern-most claims of the Eastside Prospect; the claim block covers an area of approximately 4.1kms by 2.5kms, or 1,020 hectares. The claim block is located around several travertine sinter occurrences that are believed to overly basin bounding faults on the western edge of the Big Smoky Valley Basin approximately 29kms west-northwest Tonopah, Nevada.

The main travertine sinter occurrence outcrops as a small hill and is associated with a series of roughly north-south trending smaller travertine sinter outcrops. The north-south nature of the outcrops is coincident with features identified from airborne magnetometer surveys and ground-based gravity surveys and are believed to represent north-south Big Smoky Valley basin-bounding normal faults. These surveys also identified an embayment feature that may represent a shallow, fault bounded paleo-lakebed within the unconsolidated sediments that overlie the older volcanic and sedimentary "basement" rocks.

The Company recently completed a geochemical sediment survey and collected 500 samples and included duplicates, blanks and standards as part of QA/QC. Samples were taken from unconsolidated sediments from a depth of 30- to 45 centimeters below the surface; the reasoning for this was to get below the immediate weathering and sediment transport surface, and into the less disturbed near-surface sediment layer. In this region, due to the drainage patterns, there is virtually no well-developed soil horizon from which to collect "C-horizon" sediments. Samples were analyzed by ALS Global; sample preparation was carried out at the laboratory in Sparks, NV; final analysis was carried out at their laboratory in Vancouver, Canada. The analysis method applied uses a 25g sample charge; the sample is digested with aqua regia and then 53 elements analyzed by super-trace ICP-MS, including Au, Ag, Pt, Pd, Li and B that are not routinely analyzed for by ICP "wet" geochemistry.

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The geochemical survey approach has successfully indicated distinct and coincident Lithium and Boron anomalies that form a primary, elongate Northwest-southeast trend that also appears to have a second north-south component. Allegiant's geologists believe that these trends are related to the underlying basin bounding and inter-basin fault structures, and may be indicative of potential areas of fluid flow. Many of the samples collected were calcite cemented clay-, silt- and fine sandstone that are like reports of lithium bearing occurrences from elsewhere in the Big Smoky Valley, west of Tonopah, NV.

Highlights:

- Approximately 1km long coincident Lithium (Li) and Boron (B) anomalies in sediments.
- Sample assays up to 342ppm Li and 171ppm Boron.
- Anomaly trends indicate a primary northwest-southeast and secondary north-south trend that may be associated with buried structures.

The Company intends to undertake a core drilling program to identify the potential source of the near surface anomalies.

Other Projects

The Company's remaining projects, which are inclusive of Overland Pass and Brown's Canyon are both considered to be highly prospective, and the Company is focused on optioning them to quality partners for future development.

Allegiant Qualified Person

Alan Roberts is a member of the American Institute of Professional Geologists and is the Qualified Person under National Instrument 43-101 and has reviewed and approved the technical content relating to the properties discussed herein. Mr. Roberts is the VP of Exploration of the Company.

Summary of Quarterly Information

	Sep 30, 2023	Jun 30, 2023	Mar 31, 2023	Dec 31, 2022	Sep 30, 2022	Jun 30, 2022	Mar 31, 2022	Dec 31, 2021
	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Net income (loss) for the period	1,649,605	(456,860)	67,947	(786,042)	493,492	(787,896)	(488,647)	(553,262)
Basic and diluted earnings (loss) per share	0.02	(0.00)	0.00	(0.01)	0.00	(0.01)	(0.01)	(0.01)

	Sep 30, 2023	Jun 30, 2023	Mar 31, 2023	Dec 31, 2022	Sep 30, 2022	Jun 30, 2022	Mar 31, 2022	Dec 31, 2021
	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Cash	239,459	948,561	1,492,597	2,600,394	4,076,330	6,286,577	7,218,898	3,766,214
Total assets	34,102,366	32,483,645	32,840,796	32,792,380	33,928,521	33,104,218	32,953,031	29,508,571
Total non-current financial liabilities	179,894	155,970	160,992	169,780	265,741	257,278	258,793	270,903

Notes on Material Quarterly Variations:

March 31, 2022 – Cash increased substantially due to the completion of a non-brokered private placement with Kinross Gold Corp. ("Kinross").

September 30, 2022 – Cash decreased substantially due to the completion of a diamond drill program at the Eastside property. In addition, the Company reported net income for the period due to property option payments received from Summa in connection with the Mogollon property.

March 31, 2023 – The Company reported net income for the period due to an unrealized gain on short-term investments.

Allegiant Gold Ltd.

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Review of Financial Results – YTD

The Company didn't generate any revenue during the year ended September 30, 2023 ("Current Year") or the year ended September 30, 2022 ("Prior Year").

During the Current Year, the Company reported net income of \$474,650 versus a net loss of \$1,731,825 for the Prior Year. The primary reason for the difference was the Company received a substantial option payment from Summa Silver in connection with the Mogollon property option.

Selected Annual Information

The Company's functional and presentation currency is the Canadian Dollar for all years presented.

	2023	2022	2021
	(\$)	(\$)	(\$)
Revenue	-	-	-
Net income (loss)	474,650	(1,731,825)	(2,850,899)
Earnings (loss) per share – basic and diluted	0.00	(0.02)	(0.04)
Total assets	34,102,366	33,843,681	29,701,387
Total non-current liabilities	179,894	179,908	336,203
Cash dividends	-	-	-

There was a substantial decline in the net loss reported by the Company in 2023 versus 2022. The fundamental reason for the improvement was the Company received a substantial option payment from Summa Silver in connection with the Mogollon property option.

Liquidity and Capital Resources

The Company does not currently own or have an interest in any producing resource properties and does not derive any revenues from operations. The Company's activities have been funded primarily through private placements of the Company's common shares. The Company has been successful in its fundraising efforts in the past, but there can be no assurance that the Company will continue to be successful in the future. If such funds are not available or other sources of finance cannot be obtained, then the Company will be required to curtail its activities to a level for which funding is available and can be obtained. The Company's ability to access funding is also contingent on the ongoing demand for commodities and also a function of the demand for gold, both of which are subject to macroeconomic conditions and market fluctuations.

	Years Ended	
	September 30, 2023	September 30, 2022
	(\$)	(\$)
Cash provided by (used in) operating activities	(1,730,893)	(974,564)
Cash provided by (used in) investing activities	(2,044,572)	(3,132,913)
Cash provided by (used in) financing activities	(39,851)	3,906,293
Cash, end of the period	239,459	4,076,330

As at September 30, 2023, the Company had working capital of \$2,395,496 compared to \$4,189,322 at September 30, 2022. Working capital decreased due to normal operations and exploration costs incurred.

As at September 30, 2023, the Company had current liabilities of \$149,241 and non-current liabilities of \$179,894.

Allegiant Gold Ltd.

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Subsequent Events

Subsequent to September 30, 2023, the Company received 8,912,884 common shares of Summa, with a fair value of \$3,832,540 in connection with the completion of the Mogollon property acquisition.

Commitments and Related Party Transactions

Refer to Notes 10 and 15 of the Financial Statements.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Proposed Transactions

There are no material proposed transactions as at September 30, 2023 and the Report Date of this MD&A.

New Accounting Standards Adopted During the Year

There were no new accounting standards adopted during the year.

Outstanding Share Information

Outstanding Share Data

The Company has authorized capital of an unlimited number of common shares without par value. The table below represents Allegiant's capital structure as at September 30, 2023 and the Report Date of this MD&A:

	Report Date	September 30, 2023
Common shares	103,895,580	103,439,330
Warrants (exercisable at \$0.70)	5,018,017	5,018,017
Restricted stock units	3,068,750	3,025,000
Share options (exercisable at \$0.10 to \$0.46)	4,555,000	2,555,000

Allegiant Gold Ltd.

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Year Ended September 30, 2023

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Financial Instruments

The Company's financial instruments consist of cash, short-term investments, receivables, reclamation bonds, accounts payable and accrued liabilities.

Classification

On initial recognition, the Company classifies its financial instruments in the following categories: at ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVTOCI if it meets both of the following conditions and is not designated as FVTPL:

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

An equity investment that is held for trading is measured at FVTPL. For other equity investments that are not held for trading, the Company may irrevocably elect to designate them as FVTOCI. This election is made on an investment-by-investment basis.

All financial assets not classified or measured at amortized cost or FVTOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortized cost or at FVTOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or the Company has elected to measure them at FVTPL.

Measurement

Financial assets at FVTOCI

Elected investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses recognized in other comprehensive income (loss).

Financial assets and liabilities at amortized cost

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

Financial assets and liabilities at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in profit or loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are recognized in profit or loss in the period in which they arise. Where management has opted to recognize a financial liability at FVTPL, any changes associated with the Company's own credit risk will be recognized in other comprehensive income (loss).

Allegiant Gold Ltd.

Management's Discussion and Analysis

Year Ended September 30, 2023

(Expressed Canadian Dollars)

Impairment of financial assets at amortized cost

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in profit or loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

Derecognition

Financial assets

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in profit or loss. However, gains and losses on derecognition of financial assets classified as FVTOCI remain within accumulated other comprehensive income (loss).

Financial liabilities

The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled or expired. Generally, the difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss.

Risks and Uncertainties

Prior to making an investment decision, investors should consider the investment risks set out below and those described elsewhere in this document, which are in addition to the usual risks associated with an investment in a business at an early stage of development. The directors of the Company consider the risks set out below to be the most significant to potential investors in the Company, but do not represent all of the risks associated with an investment in securities of the Company. If any of these risks materialize into actual events or circumstances or other possible additional risks and uncertainties of which the Directors are currently unaware or which they consider not to be material in relation to the Company's business, actually occur, the Company's assets, liabilities, financial condition, results of operations (including future results of operations), business and business prospects are likely to be materially and adversely affected.

Exploration, development and production risks

An investment in the Company's shares is speculative due to the nature of the Company's involvement in the evaluation, acquisition, exploration and, if warranted, development and production of minerals. Mineral exploration involves a high degree of risk and there is no assurance that expenditures made on future exploration by the Company will result in new discoveries in commercial quantities.

While the Company has a limited number of specific identified exploration or development prospects, management will continue to evaluate prospects on an ongoing basis in a manner consistent with industry standards. The long-term commercial success of the Company depends on its ability to find, acquire, develop and commercially produce reserves. No assurance can be given that the Company will be able to locate satisfactory properties for acquisition or participation. Moreover, if such acquisitions or participations are identified, the Company may determine that current markets, terms of acquisition and participation or pricing conditions make such acquisitions or participations uneconomic. The Company has no earnings record, no reserves and no producing resource properties.

The Company's resource projects are in the exploration stage. Resource exploration, development, and operations are highly speculative, characterized by a number of significant risks, which even a combination of careful evaluation, experience and knowledge will not eliminate. Few properties that are explored are ultimately developed into producing mines. Unusual or unexpected formations, formation pressures, fires, power outages, labour disruptions, flooding, explosions, cave-ins, landslides and the inability to obtain suitable or adequate machinery, equipment or labour are other risks involved in the operation of mines and the conduct of exploration programs. The Company must rely upon consultants and contractors for exploration, development, construction and operating expertise. Substantial expenditures are required to establish mineral resources and mineral reserves through drilling, to develop metallurgical processes to

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extract the metal from mineral resources and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining.

There is no assurance that surface rights agreements that may be necessary for future operations will be obtained when needed, on reasonable terms, or at all, which could adversely affect the business of the Company.

No assurance can be given that minerals will be discovered in sufficient quantities at any of the Company's mineral projects to justify commercial operations or that funds required for additional exploration or development will be obtained on a timely basis. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are: the particular attributes of the deposit, such as size, grade and proximity to infrastructure; metal prices which are highly cyclical; the proximity and capacity of milling facilities; and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot accurately be predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital.

Additional Funding Requirements

From time to time, the Company will require additional financing in order to carry out its acquisition, exploration and development activities. Failure to obtain such financing on a timely basis could cause the Company to forfeit its interest in certain properties, miss certain acquisition opportunities, delay or indefinitely postpone further exploration and development of its projects with the possible loss of such properties, and reduce or terminate its operations. If the Company's cash flow from operations is not sufficient to satisfy its capital expenditure requirements, there can be no assurance that additional debt or equity financing will be available to meet these requirements or be available on favorable terms.

Prices, Markets and Marketing of Natural Resources

Gold is a commodity whose price is determined based on world demand, supply and other factors, all of which are beyond the control of the Company. World prices for gold have fluctuated widely in recent years. The marketability and price of natural resources which may be acquired or discovered by the Company will be affected by numerous factors beyond its control. The Company has limited direct experience in the marketing of gold.

Government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of natural resources and environmental protection are all factors which may affect the marketability and price of natural resources. The exact effect of these factors cannot be accurately predicted, but any one or a combination of these factors could result in the Company not receiving an adequate return on investment for shareholders.

Dilution

In order to finance future operations and development efforts, the Company may raise funds through the issue of shares or securities convertible into shares. The constating documents of the Company allow it to issue, among other things, an unlimited number of shares for such consideration and on such terms and conditions as may be established by the directors of the Company, in many cases, without the approval of shareholders. The Company cannot predict the size of future issues of shares or securities convertible into shares or the effect, if any, that future issues and sales of shares will have on the price of the shares. Any transaction involving the issue of previously authorized but unissued shares or securities convertible into shares would result in dilution, possibly substantial, to present and prospective shareholders of the Company.

Environmental Risks

All phases of the natural resources business present environmental risks and hazards and are subject to environmental regulation pursuant to a variety of international conventions, and national, state and municipal laws and regulations. Environmental legislation provides for, among other things, restrictions and prohibitions on spills, releases or emissions of various substances produced in association with operations. The legislation also requires that facility sites and mines be operated, maintained, abandoned and reclaimed to the satisfaction of applicable regulatory authorities. Compliance with such legislation can require significant expenditures and a breach may result in the imposition of fines and penalties, some of which may be material. Environmental legislation is evolving in a manner expected to result in stricter standards and enforcement, larger fines and liability and potentially increased capital expenditures and operating costs. The discharge of tailings or other pollutants into the air, soil or water may give rise to liabilities to foreign governments and third parties and may require the Company to incur costs to remedy such discharge. No assurance can be given that environmental laws will not

Allegiant Gold Ltd.

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result in a curtailment of production or a material increase in the costs of production, development or exploration activities or otherwise adversely affect the Company's financial condition, results of operations or prospects.

Companies engaged in the exploration and development of mineral properties generally experience increased costs, and delays as a result of the need to comply with applicable laws, regulations and permits. The Company believes it is in substantial compliance with all material laws and regulations which currently apply to its activities.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in natural resource exploration and development activities may be required to compensate those suffering loss or damage by reason of its activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations and, in particular, environmental laws.

Amendments to current laws, regulations and permits governing operations and activities of natural resources companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in developments of new properties.

Reliance on Operators and Key Employees

The success of the Company will be largely dependent upon the performance of its management and key employees. The Company does not have any key man insurance policies and therefore there is a risk that the death or departure of any member of management or any key employee could have a material adverse effect on the Company. In assessing the risk of an investment in the Company's shares, potential investors should realize that they are relying on the experience, judgment, discretion, integrity and good faith of the management of the Company. An investment in the Company's shares is suitable only for those investors who are willing to risk a loss of their entire investment and who can afford to lose their entire investment.

Regulatory Requirements

Mining operations, development and exploration activities are subject to extensive laws and regulations governing prospecting, development, production, exports, taxes, labour standards, occupational health, waste disposal, environmental protection and remediation, protection of endangered and protected species, mine safety, toxic substances and other matters. Changes in these regulations or in their application are beyond the control of the Company and could adversely affect its operations, business and results of operations.

Government approvals and permits are currently, and may in the future be, required in connection with the mineral projects in which the Company has an interest. To the extent such approvals are required and not obtained, the Company may be restricted or prohibited from proceeding with planned exploration or development activities. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may be liable for civil or criminal fines or penalties imposed for violations of applicable laws or regulations. Amendments to current laws, regulations and permitting requirements, or more stringent application of existing laws, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or reductions in levels of production at producing properties or require abandonment or delays in development of properties.

Title Matters

Although title to the properties has been reviewed by the Company, formal title opinions have not been obtained by the Company for most of its mineral properties and, consequently, no assurances can be given that there are no title defects affecting such properties and that such title will not be challenged or impaired. The acquisition of title to resource properties is a very detailed and time-consuming process. Title to, and the area of, resource claims may be disputed. There may be valid challenges to the title of any of the mineral properties in which the Company holds an interest that, if successful, could impair development and/or operations thereof. A defect could result in the Company losing all or a portion of its right, title, estate and interest in and to the properties to which the title defect relates.

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Any of the mineral properties in which the Company holds an interest may be subject to prior unregistered liens, agreements or transfers or other undetected title defects. There is no guarantee that title to the properties will not be challenged or impugned. The Company is satisfied, however, that evidence of title to each of the properties is adequate and acceptable by prevailing industry standards.

Enforcement of Civil Liabilities

Certain of the Company's directors and certain of the experts named herein reside outside of Canada and, similarly, a majority of the assets of the Company are located outside of Canada. It may not be possible for investors to effect service of process within Canada upon the directors and experts not residing in Canada. It may also not be possible to enforce against the Company and certain of its directors and experts named herein judgements obtained in Canadian courts predicated upon the civil liability provisions of applicable securities laws in Canada.

Permits and Licenses

The operations of the Company will require licenses and permits from various governmental authorities. There can be no assurance that the Company will be able to obtain all necessary licenses and permits that may be required to carry out exploration and development of its projects.

Availability of Equipment and Access Restrictions

Natural resource exploration and development activities are dependent on the availability of drilling and related equipment in the particular areas where such activities will be conducted. Demand for such limited equipment or access restrictions may affect the availability of such equipment to the Company and may delay exploration and development activities.

Conflict of Interest of Management

Certain of the Company's directors and officers are also directors and officers of other natural resource companies. Consequently, there exists the possibility for such directors and officers to be in a position of conflict. Any decision made by any of such directors and officers relating to the Company will be made in accordance with their duties and obligations to deal fairly and in good faith with the Company and such other companies.

Competition

The Company actively competes for acquisitions, leases, licenses, concessions, claims, skilled industry personnel and other related interests with a substantial number of other companies, many of which have significantly greater financial resources than the Company.

The Company's ability to successfully bid on and acquire additional property rights to participate in opportunities and to identify and enter into commercial arrangements with other parties will be dependent upon developing and maintaining close working relationships with its future industry partners and joint operators and its ability to select and evaluate suitable properties and to consummate transactions in a highly competitive environment.

Insurance

The Company's involvement in the exploration for and development of natural resource properties may result in the Company becoming subject to liability for certain risks, and in particular unexpected or unusual geological operating conditions, including rock bursts, cave ins, fires, floods, earthquakes, pollution, blow-outs, property damage, personal injury or other hazards. Although the Company will obtain insurance in accordance with industry standards to address such risks, such insurance has limitations on liability that may not be sufficient to cover the full extent of such liabilities. In addition, such risks may not, in all circumstances be insurable, or, in certain circumstances, the Company may elect not to obtain insurance to deal with specific risks due to the high premiums associated with such insurance or other reasons. The payment of such uninsured liabilities would reduce the funds available to the Company. The occurrence of a significant event that the Company is not fully insured against, or the insolvency of the insurer or such event, could have a material adverse effect on the Company's financial position, results of operations or prospects.

No assurance can be given that insurance to cover the risks to which the Company's activities will be subject will be available at all or at economically feasible premiums. Insurance against environmental risks (including potential for pollution or other hazards as a result of the disposal of waste products occurring from production) is not generally available to the Company or to other companies within the

Allegiant Gold Ltd.

Management's Discussion and Analysis

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industry. The payment of such liabilities would reduce the funds available to the Company. Should the Company be unable to fund fully the cost of remedying an environmental problem, the Company might be required to suspend operations or enter into interim compliance measures pending completion of the required remedy.

The Market Price of Shares May Be Subject to Wide Price Fluctuations

The market price of shares may be subject to wide fluctuations in response to many factors, including variations in the operating results of the Company, divergence in financial results from analysts' expectations, changes in earnings estimates by stock market analysts, changes in the business prospects for the Company, general economic conditions, changes in mineral reserve or resource estimates, results of exploration, changes in results of mining operations, legislative changes, and other events and factors outside of the Company's control.

In addition, stock markets have from time to time experienced extreme price and volume fluctuations, which, as well as general economic and political conditions, could adversely affect the market price for the shares.

The Company is unable to predict whether substantial amounts of shares will be sold in the open market. Any sales of substantial amounts of shares in the public market, or the perception that such sales might occur, could materially and adversely affect the market price of the shares.

Global Financial Conditions

Global financial conditions over the last few years have been characterized by increased volatility and several financial institutions have either gone into bankruptcy or have had to be rescued by governmental authorities. These factors may affect the ability of the Company to obtain equity or debt financing in the future on terms favourable to it. Additionally, these factors, as well as other related factors, may cause decreases in asset values that are deemed to be other than temporary, which may result in impairment losses. If such increased levels of volatility and market turmoil continue, the operations of the Company may suffer adverse impact and the price of our shares may be adversely affected.

Credit risk

Credit risk is the risk of an unexpected loss if a party to its financial instruments fails to meet its contractual obligations. The Company's financial assets exposed to credit risk will be primarily composed of cash and amounts receivable. While the Company will attempt to mitigate its exposure to credit risk, there can be no assurance that unexpected losses will not occur. Such unexpected losses could adversely affect the Company.

Management's Responsibility for Financial Statements

The information provided in this report, including the financial statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the accompanying consolidated financial statements.

COVID 19

In March 2020 the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or ability to raise funds.

Disclosure and Internal Controls

Disclosure controls and procedures have been established to provide reasonable assurance that material information relating to the Company is made known to management, particularly during the period in which annual filings are being prepared. Furthermore, internal controls over financial reporting have been established to ensure the Company's assets are safeguarded and to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with IFRS.

Allegiant Gold Ltd.

Management's Discussion and Analysis

Year Ended September 30, 2023

(Expressed Canadian Dollars)

Caution Regarding Forward Looking Statements

This document contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to as "forward-looking statements"). Often, but not always, forward-looking statements can be identified by the use of words such as "plans," "expects" or "does not expect," "is expected," "planned," "budget," "scheduled," "estimates," "continues," "forecasts," "projects," "predicts," "intends," "anticipates" or "does not anticipate," or "believes," or variations of such words and phrases, or statements that certain actions, events or results "may," "could," "would," "should," "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any of our future results, performance or achievements expressed or implied by the forward-looking statements; consequently, undue reliance should not be placed on forward-looking statements.

These risks, uncertainties and other factors include, but are not limited to: changes in Canadian/US dollar exchange rates; management's strategies, objectives and expectations; the Company's tax position and the tax and royalty rates applicable; the Company's ability to acquire necessary permits and other authorizations in connection with its projects; risks associated with environmental compliance, including without limitation changes in legislation and regulation, and estimates of reclamation and other costs; the Company's cost reduction and other financial and operating objectives; the Company's environmental, health and safety initiatives; the availability of qualified employees and labour for operations; risks that may affect operating or capital plans; risks created through competition for mining properties; risks associated with exploration projects, and mineral reserve and resource estimates, including the risk of errors in assumptions and methodologies; risks associated with dependence on third parties for the provision of critical services; risks associated with non-performance by contractual counterparties; risks associated with title; and general business and economic conditions.

Forward-looking statements are based on a number of assumptions that may prove to be incorrect, including, but not limited to, assumptions about: general business and economic conditions; the expected timing to complete a feasibility study and other exploration milestones, the timing of the receipt of required permits and approvals for operations; the availability of equity and other financing on reasonable terms; power prices; the Company's ability to procure equipment and operating supplies in sufficient quantities and on a timely basis; the Company's ability to attract and retain skilled labour and staff; the impact of changes in Canadian/US dollar and other foreign exchange rates on costs and results; market competition; and ongoing relations with employees and with business partners and joint venturers.

We caution you that the foregoing list of important factors and assumptions is not exhaustive. Events or circumstances could cause our actual results to differ materially from those estimated or projected and expressed in, or implied by, these forward-looking statements. Management undertakes no obligation to update publicly or otherwise revise any forward-looking statements or the foregoing list of factors, whether as a result of new information or future events or otherwise, except as may be required under applicable laws.

Additional Information

Andy Wallace resigned as a director effective August 7, 2023.

Additional information relating to the Company is available on SEDAR at www.sedar.com.

Allegiant Gold Ltd.

Management's Discussion and Analysis

Year Ended September 30, 2023

(Expressed Canadian Dollars)

Corporate Information

Head Office:	400 – 1681 Chestnut Street Vancouver, BC V6J 4M6 Canada
Director(s):	Gordon Bogden (Chairman) Peter Gianulis Shawn Nichols
Officers:	Peter Gianulis, Chief Executive Officer Sean McGrath, Chief Financial Officer and Corporate Secretary Alan Roberts, VP Exploration
Auditor:	Davidson & Company LLP 1200 – 609 Granville Street Vancouver, BC V7Y 1G6
Legal Counsel:	McMillan LLP Suite 1500 - 1055 West Georgia Street Vancouver, BC V6E 4N7
Transfer Agent:	Computershare Investor Services Inc. 2 nd Floor – 510 Burrard Street Vancouver, BC V6C 3B9



**Allegiant Gold Ltd.
1090 Hamilton Street
Vancouver, B.C.
V6B 2R9
Canada**

Consolidated Financial Statements

**For the Years Ended
September 30, 2023 and 2022**

(Expressed in Canadian Dollars)

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
Allegiant Gold Ltd.

Opinion

We have audited the accompanying consolidated financial statements of Allegiant Gold Ltd. (the "Company"), which comprise the consolidated statements of financial position as at September 30, 2023 and 2022, and the consolidated statements income (loss) and comprehensive income (loss), changes in shareholders' equity, and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the Company as at September 30, 2023 and 2022, and its financial performance and its cash flows for the years then ended, in accordance with International Financial Reporting Standards ("IFRS").

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained in our audit is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 of the consolidated financial statements, which indicates that the Company is dependent upon its ability to raise equity capital or borrowings sufficient to meet current and future obligations, and has not yet determined whether its resource properties contain ore reserves that are economically viable. As stated in Note 1, these events and conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current year. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have determined the matter described below to be the key audit matter to be communicated in our auditor's report.

Assessment of Impairment Indicators of Exploration and Evaluation Assets ("E&E Assets")

As described in Note 7 to the consolidated financial statements, the carrying amount of the Company's E&E Assets was \$31,101,148 as of September 30, 2023. As more fully described in Note 2 to the consolidated financial statements, management assesses E&E Assets for indicators of impairment at each reporting period.



The principal considerations for our determination that the assessment of impairment indicators of the E&E Assets is a key audit matter is that there was judgment made by management when assessing whether there were indicators of impairment for the E&E Assets, specifically relating to the assets' carrying amount which is impacted by the Company's intent and ability to continue to explore and evaluate these assets. This in turn led to a high degree of auditor judgment, subjectivity, and effort in performing procedures to evaluate audit evidence relating to the judgments made by management in their assessment of indicators of impairment that could give rise to the requirement to prepare an estimate of the recoverable amount of the E&E Assets.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. Our audit procedures included, among others:

- Evaluating management's assessment of impairment indicators.
- Evaluating the intent for the E&E Assets through discussion and communication with management.
- Reviewing the Company's recent expenditure activity.
- Evaluating title to ensure mineral rights underlying the E&E Assets are in good standing.

Other Information

Management is responsible for the other information. The other information obtained at the date of this auditor's report includes Management's Discussion and Analysis.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

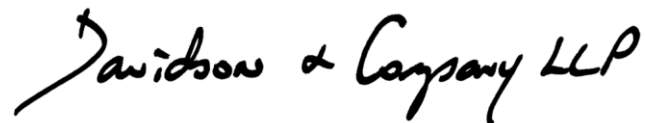
- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Michael MacLaren.

A handwritten signature in black ink that reads "Davidson & Company LLP". The signature is written in a cursive, flowing style.

Vancouver, Canada

Chartered Professional Accountants

January 26, 2024

ALLEGIANT GOLD LTD.**Consolidated Statements of Financial Position**

(Expressed in Canadian dollars)

	September 30, 2023	September 30, 2022
	(\$)	(\$)
ASSETS		
Current assets		
Cash	239,459	4,076,330
Short-term investments (Note 4)	2,152,716	903,234
Receivables (Note 10)	56,436	34,073
Prepaid expenses (Note 10)	96,126	122,698
Total current assets	2,544,737	5,136,335
Non-current assets		
Reclamation bonds (Note 6)	439,017	425,120
Right-of-use asset (Note 5)	17,464	45,409
Exploration and evaluation assets (Note 7 and 10)	31,101,148	28,236,817
TOTAL ASSETS	34,102,366	33,843,681
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities (Note 10)	125,044	910,863
Current portion of lease liability (Note 5)	24,197	36,150
Total current liabilities	149,241	947,013
Non-current liabilities		
Asset retirement obligation (Note 8)	179,894	155,372
Lease liability (Note 5)	-	24,536
TOTAL LIABILITIES	329,135	1,126,921
SHAREHOLDERS' EQUITY		
Share capital (Note 9)	37,632,570	37,422,008
Reserves (Note 9)	6,370,320	5,999,061
Deficit	(10,229,659)	(10,704,309)
	33,773,231	32,716,760
TOTAL LIABILITIES & SHAREHOLDERS' EQUITY	34,102,366	33,843,681
Nature of operations and going concern (Note 1)		
Commitment (Note 15)		
Subsequent events (Note 16)		
On behalf of the Board of Directors:		
<i>"Gordon Bogden"</i>	<i>"Shawn Nichols"</i>	
Director	Director	

The accompanying notes are an integral part of these consolidated financial statements

ALLEGIANT GOLD LTD.**Consolidated Statements of Income (Loss) and Comprehensive Income (Loss)**

(Expressed in Canadian dollars)

	Year Ended September 30, 2023	Year Ended September 30, 2022
	(\$)	(\$)
Operating expenses		
Administration and office (Note 10)	123,958	147,940
Advisory fees	-	237,623
Depreciation (Note 5)	30,116	28,513
Director fees (Note 10)	126,677	118,000
Investor relations	194,170	354,616
Management fees (Note 10)	239,127	209,768
Option payments received (Note 7)	(2,360,867)	(941,310)
Professional fees (Note 10)	332,181	426,817
Share-based payments (Notes 9 and 10)	581,821	869,592
Transfer agent and filing fees	68,727	81,469
Travel	134,748	114,124
	529,342	(1,647,152)
Interest expense (Note 5)	(6,473)	(10,487)
Interest income	70,374	43,730
Loss on short-term investments (Note 4)	(113,835)	(134,955)
Impairment of exploration and evaluation assets (Note 7)	-	(6,935)
Gain on forgiveness of debt	-	20,000
Accretion expense (Note 8)	(6,369)	(3,426)
Foreign exchange	1,611	7,400
Income (loss) for the year	474,650	(1,731,825)
Item that may be reclassified to income (loss)		
Exchange differences on translating foreign operations	-	322,556
Comprehensive income (loss) for the year	474,650	(1,409,269)
Earnings (loss) per share:		
Basic	0.00	(0.02)
Diluted	0.00	(0.02)
Weighted average common shares outstanding:		
Basic	102,834,775	97,202,787
Diluted	106,359,775	97,202,787

The accompanying notes are an integral part of these consolidated financial statements

ALLEGIANT GOLD LTD.
Consolidated Statements of Cash Flows
(Expressed in Canadian dollars)

	Year Ended September 30, 2023	Year Ended September 30, 2022
	(\$)	(\$)
CASH PROVIDED BY (USED IN)		
OPERATING ACTIVITIES		
Income (loss) for the year	474,650	(1,731,825)
Adjusted for items not involving cash:		
Accretion	6,369	3,426
Depreciation	30,116	28,513
Impairment of exploration and evaluation assets	-	6,935
Gain on forgiveness of debt	-	(20,000)
Interest expense on lease liability	6,473	10,487
Loss on short-term investments	113,835	134,955
Option payments received	(2,175,841)	(789,841)
Share-based payments	581,821	869,592
Unrealized foreign exchange (gain) loss	13,294	(83,981)
Changes in non-cash working capital:		
Prepaid expenses and receivables	4,209	(68,246)
Accounts payable and accrued liabilities	(785,819)	665,421
	(1,730,893)	(974,564)
INVESTING ACTIVITIES		
Exploration and evaluation expenditures	(2,844,036)	(3,997,700)
Option payments received	-	318,282
Reclamation bonds	(13,060)	(97,493)
Proceeds from sale of short-term investments	861,704	643,998
Purchase of short-term investments	(49,180)	-
	(2,044,572)	(3,132,913)
FINANCING ACTIVITIES		
Common shares issued	-	4,036,929
Share issuance costs	-	(53,458)
Payments on lease liability	(39,851)	(37,178)
CEBA loan repayment	-	(40,000)
	(39,851)	3,906,293
Change in cash	(3,815,316)	(201,184)
Effect of exchange rate changes on cash denominated in a foreign currency	(21,555)	20,949
Cash, beginning of year	4,076,330	4,256,565
Cash, end of year	239,459	4,076,330

Supplemental cash flow information (Note 14)

The accompanying notes are an integral part of these consolidated financial statements

ALLEGIANT GOLD LTD.

Consolidated Statements of Changes in Shareholders' Equity

(Expressed in Canadian dollars)

	Share Capital		Reserves			Shareholders' Equity
	Number of Shares	Amount	Options, RSUs and Warrants	Accumulated Other Comprehensive Income (Loss)	Deficit	
		(\$)	(\$)	(\$)	(\$)	(\$)
Balance at September 30, 2021	90,880,608	33,421,052	3,792,788	851,157	(8,972,484)	29,092,513
Share-based payments (Note 9)	-	-	869,592	-	-	869,592
Shares issued - option exercise (Note 9)	250,000	51,850	(26,850)	-	-	25,000
Shares issued - RSU exercise (Note 9)	781,250	98,875	(98,875)	-	-	-
Shares issued - warrant exercise (Note 9)	56,287	34,903	(12,388)	-	-	22,515
Shares issued - property agreement (Note 9)	441,401	155,453	-	-	-	155,453
Share issuance costs (Note 9)	-	(53,458)	-	-	-	(53,458)
Units issued - cash (Note 9)	10,036,034	3,713,333	301,081	-	-	4,014,414
Comprehensive loss	-	-	-	322,556	(1,731,825)	(1,409,269)
Balance at September 30, 2022	102,445,580	37,422,008	4,825,348	1,173,713	(10,704,309)	32,716,760
Share-based payments (Note 9)	-	-	581,821	-	-	581,821
Shares issued - RSU exercise (Note 9)	993,750	210,562	(210,562)	-	-	-
Comprehensive income	-	-	-	-	474,650	474,650
Balance at September 30, 2023	103,439,330	37,632,570	5,196,607	1,173,713	(10,229,659)	33,773,231

The accompanying notes are an integral part of these consolidated financial statements

Allegiant Gold Ltd.

Notes to the Consolidated Financial Statements
For the Years Ended September 30, 2023 and 2022
(Expressed in Canadian Dollars)

1. NATURE OF OPERATIONS AND GOING CONCERN

Allegiant Gold Ltd. (the “Company” or “Allegiant”), was incorporated on September 26, 2017 under the laws of the Province of British Columbia, Canada. The Company trades on the TSX Venture Exchange (“TSXV”) under the symbol “AUAU” and on the OTCQX under the symbol “AUXXF”. The Company’s head office and principal address is located at 1090 Hamilton Street, Vancouver, British Columbia, V6B 2R9, Canada.

The Company’s principal business activities are the exploration and evaluation of resource properties located in the United States of America. The Company is in the process of exploring its resource properties, but it has not yet determined whether these properties contain ore reserves that are economically recoverable. The recoverability of the amounts shown for exploration and evaluation assets 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 or from proceeds of disposition. The Company’s exploration and evaluation activities are not dependent on seasonality and may operate year-round; however, the Company may adjust the level of exploration and evaluation activities to manage its capital structure in light of changes in global economic conditions. To date, the Company has not received any revenue from mining operations and is considered to be in the exploration stage.

Recent global issues, including the ongoing COVID-19 pandemic and geo-political conflicts have adversely affected workplaces, economies, supply chains, and financial markets globally. It is not possible for the Company to predict the duration or magnitude of the adverse results of these issues and their effects on the Company's business or results of operations this time.

The Company’s continuation as a going concern is dependent upon its ability to raise equity capital or borrowings sufficient to meet current and future obligations. If for any reason, the Company is unable to continue as a going concern, then this could result in adjustments to the amounts and classifications of assets and liabilities in the Company’s financial statements and such adjustments could be material. The above conditions indicate that a material uncertainty exists that may cast significant doubt on the Company’s ability to continue as a going concern.

2. BASIS OF PRESENTATION

(a) Statement of compliance

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”), and Interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”).

These consolidated financial statements were approved by the Board of Directors and authorized for issue on January 26, 2024.

(b) Basis of consolidation

These consolidated financial statements include the accounts of Allegiant and its wholly-owned subsidiaries as follows:

Entity	Ownership Interest	Place of Incorporation
Allegiant Gold Holding Ltd.	100%	British Columbia, Canada
Allegiant Gold (U.S.) Ltd.	100%	Arizona, USA

All inter-company transactions and balances have been eliminated upon consolidation.

Control exists where the parent entity has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. Subsidiaries are included in the consolidated financial statements from the date control commences until the date control ceases.

Allegiant Gold Ltd.

Notes to the Consolidated Financial Statements
For the Years Ended September 30, 2023 and 2022
(Expressed in Canadian Dollars)

2. BASIS OF PRESENTATION (continued)

(c) Significant accounting judgments, estimates and assumptions

The preparation of the Company's consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

The following areas required a significant degree of estimation and judgment:

Recoverability of exploration and evaluation assets

The application of the Company's accounting policy for exploration and evaluation expenditures requires judgment to determine whether future economic benefits are likely, from either future exploitation or sale, or whether activities have not reached a stage that permits a reasonable assessment of the existence of reserves.

Share-based payments

The fair value of stock options issued are subject to the limitation of the Black-Scholes option pricing model, which incorporates market data and involves uncertainty in estimates used by management in the assumptions. The Black-Scholes option pricing model requires the input of highly subjective assumptions, including the volatility of share prices, and, as a result, changes in subjective input assumptions can materially affect the fair value estimate.

Decommissioning provisions

Restoration costs will be incurred by the Company in connection with certain exploration activities conducted on exploration and evaluation assets. The Company estimates abandonment and reclamation costs based on a combination of publicly available industry benchmarks and internal site-specific information. The ultimate restoration liability is uncertain and can vary in response to many factors including changes to relevant legal requirements, the emergence of new restoration techniques, experience at other sites, or changes in the risk-free discount rate. The expected timing and amount of expenditure can also change in response to changes in laws and regulations or their interpretation. As a result, there could be significant adjustments to the provisions established which would affect future financial results.

Functional currency

The functional currency is the currency of the primary economic environment in which the entity operates and has been determined for each entity within the Company. The functional currencies are as follows:

Entity	Functional Currency
Allegiant Gold Ltd.	Canadian dollar
Allegiant Gold Holding Ltd. ("AGHL")	Canadian dollar
Allegiant Gold (U.S.) Ltd. ("AGUS")	Canadian dollar

The Company determined that the functional currency of AGUS changed from the US dollar to the Canadian dollar effective July1, 2022. Considerations for the change included a significant increase in expenditures over receipts and reliance on the parent company for financing.

Allegiant Gold Ltd.

Notes to the Consolidated Financial Statements
For the Years Ended September 30, 2023 and 2022
(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES

(a) Foreign currency translation

At the end of each reporting period, assets and liabilities of the entities whose functional currency is not the Canadian dollar are translated at the rate of exchange at the statement of financial position date. Revenues and expenses are translated at the exchange rates approximating those in effect on the date of the transactions. Exchange gains and losses arising on translation are reflected in other comprehensive income or loss for the year.

Transactions in currencies other than the Canadian dollar are recorded at exchange rates prevailing on the dates of the transactions. At the end of each reporting period, assets and liabilities of the Company that are denominated in foreign currencies are translated at the rate of exchange at the statement of financial position date. Revenues and expenses are translated at the exchange rates approximating those in effect on the date of the transactions. Exchange gains and losses arising on translation are reflected in profit or loss for the year.

(b) Exploration and evaluation assets

Upon acquiring the legal right to explore a property, costs related to the acquisition, exploration and evaluation are capitalized by property. If commercially profitable ore reserves are developed, capitalized costs of the related exploration and evaluation assets are reclassified as mining assets and amortized using the unit of production method. If, after management review, it is determined that capitalized acquisition, exploration and evaluation costs are not recoverable over the estimated economic life of the exploration and evaluation assets, or the exploration and evaluation assets are abandoned, or management deems there to be an impairment in value, the exploration and evaluation assets is written down to its net realizable value.

Any option payments received by the Company from third parties or tax credits refunded to the Company are credited to the capitalized cost of the exploration and evaluation assets. If payments received exceed the capitalized cost of the exploration and evaluation assets, the excess is recognized as income in the year received. The amounts shown for exploration and evaluation assets do not necessarily represent present or future values. The recoverability of the exploration and evaluation asset is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development, and future profitable production or proceeds from the disposition thereof.

Investigation costs consist of expenditures incurred in the process of evaluating potential property acquisitions. Such expenditures will continue to be expensed until the property is acquired.

The proceeds from royalties granted are deducted from the costs of the related property and any excess is recorded as income.

(c) Impairment of long-lived assets

At each reporting date, the Company reviews the carrying amounts of its long-lived assets to determine whether there are any indications of impairment. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any.

The recoverable amount of an asset is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of cash inflows of other assets or groups of assets (the “cash-generating unit” or “CGU”). This generally results in the Company evaluating its non-financial assets on an exploration asset by exploration asset basis.

If the carrying amount of an asset or CGU exceeds its recoverable amount, the carrying amount of the asset or CGU is reduced to its recoverable amount. An impairment loss is recognized in profit or loss.

Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reduced if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset’s carrying amount does not exceed the carrying amount that would have been determined, net of amortization, if no impairment loss had been recognized.

Allegiant Gold Ltd.

Notes to the Consolidated Financial Statements
For the Years Ended September 30, 2023 and 2022
(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) Restoration provision

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations associated with the retirement of long-term assets, when those obligations result from the acquisition, construction, development or normal operation of the assets. The net present value of future restoration cost estimates arising from the decommissioning of well sites is capitalized to the exploration and evaluation assets along with a corresponding increase in the restoration provision in the period incurred. The Company uses a pre-tax discount rate that reflects the time value of money to calculate the net present value of the decommissioning provisions. The restoration asset will be depreciated on the same basis as the exploration and evaluation assets or the oil and gas properties.

The Company's estimates of restoration costs could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to the exploration and evaluation assets with a corresponding entry to the restoration provision, except when the related exploration and evaluation assets is closed or the carrying value has been reduced to a \$nil value. Changes in estimates of restoration costs for closed exploration and evaluation assets are recorded in profit or loss. The Company's estimates are reviewed each reporting date for changes in regulatory requirements, discount rates, effects of inflation and changes in estimates.

The restoration provisions are accreted to full value over time through charges to finance expenses in profit or loss.

(e) Loss per share

Loss per share is calculated using the weighted average number of common shares outstanding during the year. The calculation of diluted loss per share assumes that outstanding in-the-money options and warrants are exercised and the proceeds are used to repurchase shares of the Company at the average market price of the shares for the period. The effect is to increase the number of shares used to calculate diluted earnings per share and is only recognized when the effect is dilutive.

(f) Income taxes

Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred income tax assets and liabilities are recognized for the tax consequences of temporary differences by applying substantively enacted statutory tax rates applicable to future years to differences between the financial statement carrying amounts and the tax bases of existing assets and liabilities.

The effect on deferred taxes for a change in tax rates is generally recognized in profit or loss in the period that includes the substantive enactment.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a deferred tax asset will be recovered, the deferred tax asset is reduced.

Deferred income tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis. Current and deferred taxes relating to items recognized directly in equity is recognized in equity and not in profit or loss.

Allegiant Gold Ltd.

Notes to the Consolidated Financial Statements
For the Years Ended September 30, 2023 and 2022
(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(g) Share-based payments

The Company grants share-based awards, including options, as an element of compensation to directors, officers, employees and service providers. The Company uses the Black-Scholes Option Pricing Model to measure the fair value for all share options granted, modified or settled during the period. Compensation expense is recorded based on the fair value of the award at the grant date, amortized over the vesting period. Each reporting date prior to vesting, the cumulative expense representing the extent to which the vesting period has expired and management's best estimate of the awards that are ultimately expected to vest is computed. The movement in cumulative expense is recognised in profit or loss or as capitalized to exploration and evaluation assets, as appropriate, with a corresponding entry within equity, against share-based payments reserve. No expense is recognised for awards that do not ultimately vest. When options are exercised, the proceeds received, together with any related amount in share-based payments reserve, are credited to share capital.

(h) Valuation of equity units issued in private placements

The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the most easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component.

The fair value of the common shares issued in private placements is determined to be the more easily measurable component and are valued at their fair value. The balance, if any, is allocated to the attached warrants. Any fair value attributed to the warrants is recorded in reserves. If the warrants are exercised, the related amount is reclassified as share capital. If the warrants expire unexercised, the related amount remains in reserves.

(i) Financial instruments

The Company's financial instruments consist of cash, short-term investments, receivables, reclamation bonds, accounts payable and lease liability.

Classification

On initial recognition, the Company classifies its financial instruments in the following categories: at ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVTOCI if it meets both of the following conditions and is not designated as FVTPL:

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

An equity investment that is held for trading is measured at FVTPL. For other equity investments that are not held for trading, the Company may irrevocably elect to designate them as FVTOCI. This election is made on an investment-by-investment basis.

All financial assets not classified or measured at amortized cost or FVTOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortized cost or at FVTOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Allegiant Gold Ltd.

Notes to the Consolidated Financial Statements
For the Years Ended September 30, 2023 and 2022
(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or the Company has elected to measure them at FVTPL.

Measurement

Financial assets at FVTOCI

Elected investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses recognized in other comprehensive income (loss).

Financial assets and liabilities at amortized cost

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

Financial assets and liabilities at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in profit or loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are recognized in profit or loss in the period in which they arise. Where management has opted to recognize a financial liability at FVTPL, any changes associated with the Company's own credit risk will be recognized in other comprehensive income (loss).

Impairment of financial assets at amortized cost

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in profit or loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

Derecognition

Financial assets

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in profit or loss. However, gains and losses on derecognition of financial assets classified as FVTOCI remain within accumulated other comprehensive income (loss).

Financial liabilities

The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled or expired. Generally, the difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss.

(j) Government assistance

The Company recognizes government grants and assistance when there is reasonable assurance that the grant will be received, and any conditions associated with the grant have been met.

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3. SIGNIFICANT ACCOUNTING POLICIES (continued)**Accounting standards issued for adoption in future periods**

The following new standards, amendments to standards and interpretations have been issued but are not effective during the year ended September 30, 2023:

Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2) – the amendments require that an entity discloses its material accounting policies, instead of its significant accounting policies. Further amendments explain how an entity can identify a material accounting policy.

Definition of Accounting Estimates (Amendments to IAS 8) – the amendments replace the definition of a change in accounting estimates with a definition of accounting estimates. Under the new definition, accounting estimates are “monetary amounts in financial statements that are subject to measurement uncertainty”. Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The amendments clarify that a change in accounting estimate that results from new information or new developments is not the correction of an error.

The Company anticipates that the amendment to IAS 1 and IAS 8 will not have a material impact on the results and financial position of the Company.

4. SHORT-TERM INVESTMENTS

Carrying Value October 1, 2022	Additions	Dispositions	Gain (Loss)	Fair Value September 30, 2023
(\$)	(\$)	(\$)	(\$)	(\$)
903,234	2,225,021	(861,704)	(113,835)	2,152,716

Carrying Value October 1, 2021	Additions	Dispositions	Gain (Loss)	Fair Value September 30, 2022
(\$)	(\$)	(\$)	(\$)	(\$)
555,424	1,126,763	(643,998)	(134,955)	903,234

Allegiant Gold Ltd.

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5. LEASE

The Company's right-of-use asset, a storage facility lease in Reno, NV, is included in right of use asset.

	Facility Lease
	(\$)
Cost:	
At September 30, 2021 and 2022	119,425
Additions	-
At September 30, 2023	119,425
Accumulated amortization:	
At September 30, 2021	(40,614)
Depreciation for the year	(28,513)
At September 30, 2022	(69,127)
Depreciation for the year	(30,116)
At September 30, 2023	(99,243)
Foreign exchange:	
At September 30, 2021	(5,489)
Additions	600
At September 30, 2022	(4,889)
Additions	2,171
At September 30, 2023	(2,718)
Carrying amounts:	
At September 30, 2022	45,409
At September 30, 2023	17,464

During the year ended September 30, 2023, the Company made lease payments of \$39,851 (2022 - \$37,178). In addition, the Company incurred finance expenses of \$6,473 (2022 - \$10,487) related to interest on its lease.

Lease liability recognized at September 30, 2023 is as follows:

	Amount
	(\$)
Lease liability as at September 30, 2021	110,673
Payment of lease liability	(37,178)
Interest expense on lease liability	10,487
Foreign exchange	4,549
Lease liability as at September 30, 2022	60,686
Payment of lease liability	(39,851)
Interest expense on lease liability	6,473
Foreign exchange	(3,111)
Lease liability as at September 30, 2023	24,197
Current	24,197
Non-current	-

Allegiant Gold Ltd.

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6. RECLAMATION BONDS

The drilling permits for the following properties require refundable reclamation bonds, which are held by the USA Forest Service and the US Bureau of Land Management:

	September 30, 2023 (\$)	September 30, 2022 (\$)
Browns Canyon	8,539	8,659
Eastside	405,926	408,116
Goldfield West	16,322	-
Red Hills	8,230	8,345
	439,017	425,120

7. EXPLORATION AND EVALUATION ASSETS

A summary of exploration and evaluation assets by property for the year ended September 30, 2023 is set out below:

Property	Balance at September 30, 2022 (\$)	Additions (\$)	Option Payment(s) Received (\$)	Impairment (\$)	Foreign Exchange (\$)	Balance at September 30, 2023 (\$)
Bolo	2,667,785	-	-	-	-	2,667,785
Browns Canyon	31,884	35,177	-	-	-	67,061
Eastside	25,079,657	2,434,481	-	-	-	27,514,138
Goldfield West	439,394	210,641	-	-	-	650,035
Overland Pass	18,097	19,973	-	-	-	38,070
TS Claims	-	164,059	-	-	-	164,059
	28,236,817	2,864,331	-	-	-	31,101,148

A summary of exploration and evaluation assets by property for the year ended September 30, 2022 is set out below:

Property	Balance at September 30, 2021 (\$)	Additions (\$)	Option Payment(s) Received (\$)	Impairment (\$)	Foreign Exchange (\$)	Balance at September 30, 2022 (\$)
Bolo	3,286,587	-	(657,672)	-	38,870	2,667,785
Browns Canyon	1	31,883	-	-	-	31,884
Clanton Hills	6,751	-	-	(6,933)	182	-
Eastside	21,166,613	3,623,298	-	-	289,746	25,079,657
West Goldfield	1	435,832	-	-	3,561	439,394
Overland Pass	1	18,096	-	-	-	18,097
White Horse Flats	1	-	-	(1)	-	-
White Horse North	1	-	-	(1)	-	-
	24,459,956	4,109,109	(657,672)	(6,935)	332,359	28,236,817

Allegiant Gold Ltd.

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7. EXPLORATION AND EVALUATION ASSETS (continued)

A summary of the exploration and evaluation assets by cost category is set out below:

	(\$)
Balance at September 30, 2021	24,459,956
Acquisition and land costs	679,696
Camp costs	64,481
Drilling	2,167,276
Geology, trenching and geophysics	870,914
Impairment	(6,935)
Management and administration	10,539
Option proceeds	(657,672)
Reclamation	(81,861)
Technical studies	221,324
Travel	176,740
Foreign exchange	332,359
Balance at September 30, 2022	28,236,817
Acquisition and land costs	591,967
Assays	270,210
Drilling	751,366
Geological staff and geophysics	714,832
Management and administration	90,299
Reclamation	46,493
Reports	260,260
Travel	138,904
Balance at September 30, 2023	31,101,148

Bolo, Nevada

The Company holds a 100% interest in Bolo, subject to underlying royalties. On June 27, 2018, the Company entered into an agreement (the "Bolo Agreement"), as amended on October 24, 2018, December 14, 2018 and March 12, 2019, with New Placer Dome Gold Corp. ("NGLD"), under which NGLD may acquire up to a 50.01% undivided interest in Bolo by issuing common shares of NGLD to the Company, with an aggregate value of \$1,310,000 (US\$1,000,000) over a three year period, and also incurring certain exploration and evaluation expenditures on Bolo with a minimum aggregate value of \$5,240,000 (US\$4,000,000) by December 31, 2022. On April 24, 2019, the Company received 1,672,750 common shares of NGLD, representing an initial \$334,550 (US\$250,000) option payment. On January 29, 2020, the Company received 2,059,219 common shares of NGLD with a fair value of \$270,077, representing the first anniversary option payment of US\$250,000. On December 16, 2020, the Company received 1,170,483 common shares of NGLD with a fair value of \$351,145, representing the second anniversary option payment of US\$250,000.

In December 2021, the Company received 1,608,350 common shares of NGLD valued at \$144,752, representing the third anniversary option payment pursuant to the Bolo option agreement, and the Company received \$320,750 (US\$250,000) in cash and 2,402,119 common shares valued at \$192,170 (US\$150,000) from NGLD in connection with the Bolo option agreement. The cash and share payments totalling US\$400,000 were accepted by the Company in lieu of the exploration and evaluation expenditures that were required to be expended by NGLD before December 31, 2021.

Allegiant Gold Ltd.

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7. EXPLORATION AND EVALUATION ASSETS (continued)

NGLD may acquire an additional 24.99% interest in Bolo by incurring an additional \$5,240,000 (US\$4,000,000) in certain exploration and evaluation expenditures on Bolo within two years of acquiring the initial 50.01% interest in Bolo. If NGLD does not acquire the additional 24.99% interest, then NGLD will transfer a 0.02% interest in Bolo back to the Company.

In May 2022, NGLD was acquired by Copaur Minerals Inc. ("CPAU"), an exploration company listed on the TSXV, and accordingly all future commitments under the Bolo Agreement are now the responsibility of CPAU. Effective March 16, 2023, the Company acknowledged that CPAU had earned a 50.01% interest in the Bolo project and that CPAU had provided notification of its intention to acquire the additional 24.99%.

Eastside, Nevada

The Company holds a 100% interest in Eastside, subject to underlying royalties.

In July 2021, the Company entered into a lease agreement (the "Hilger Agreement"), with option to purchase, for certain mineral claims (the "Hilger Property") located adjacent to the Eastside project. The terms of the lease require escalating cash and common share payments over the initial six years with the subsequent years having a fixed aggregate annual payments of US\$75,000. The first two years of lease payments totaling US\$60,000 were settled through the issuance of 163,733 common shares of the Company valued at \$49,939 during the year ended September 30, 2022.

The lease has a term of ten years with a renewal option for two additional ten year periods at the election of the Company.

At any time during the term of the lease, the Company has the option to purchase the Hilger Property for a cash payment of US\$750,000. On exercise of the option, the vendor will retain a 3% net smelter return royalty on production from the property, and the lease will terminate. The Company has the option to reduce the royalty by 2% in instalments of 1% each for payments of US\$1,000,000 per instalment. The Company must expend a minimum of US\$350,000 in expenditures on the Hilger Property before the fifth anniversary of the effective date of the Hilger Agreement, unless the option is exercised or the Hilger Agreement is terminated.

Four Metals, Arizona

The Company and MinQuest Ltd. each owned a 50% interest in certain unpatented lode mining claims that, in addition to other unpatented lode mining claims that are 100% owned by the Company, comprise the Four Metals project. In April 2023, the Company received a final cash payment of \$67,150 (2022 – \$15,638) and 130,906 (2022 – 33,688) common shares of Barksdale, with a fair value of \$86,398 (2022 - \$15,833). This payment completed the disposal of the Four Metals project to Barksdale.

Mogollon, New Mexico

The Company holds a 100% interest in Mogollon, subject to underlying royalties.

On August 21, 2020, the Company entered into an agreement with Summa Silver Corp. ("Summa") wherein Summa can acquire a 75% interest in the Mogollon silver property in exchange for an initial cash payment of US\$50,000 and the issuance of 200,000 common shares of Summa, subsequent cash and share payments valued at US\$2,750,000 and by incurring exploration expenditures totalling US\$3,000,000 over a period of three years (Completed in August 2023). Summa can further acquire the remaining 25% interest in Mogollon by paying the Company an additional US\$3,000,000 in either cash or common shares of Summa (Note 16).

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7. EXPLORATION AND EVALUATION ASSETS (continued)

On August 26, 2020, the Company received a cash payment of \$65,826 (US\$50,000) and 200,000 common shares of Summa, with a fair value of \$424,000.

On August 17, 2021, the Company received a cash payment of \$126,000 (US\$100,000) and 352,351 common shares of Summa, with a fair value of \$352,351 (US\$300,000).

On October 11, 2021, the Company received 150,000 common shares of Summa valued at \$126,030 in connection with the approval of a royalty buy-down with one of the underlying claim owners.

On August 19, 2022, the Company received a cash payment of \$130,560 (US\$100,000) and 1,010,169 common shares of Summa, with a fair value of \$653,249.

On August 18, 2023, the Company received a cash payment of \$136,000 (US\$100,000) and 4,398,831 common shares of Summa, with a fair value of \$2,071,319.

Goldfield West, Nevada

The Company holds a 100% interest in certain minerals claims, subject to a 2% royalty.

On March 15, 2022, the Company entered into a mineral lease agreement (the Anchor Lease”) whereby the Company holds a ten year renewable lease on contiguous mineral claims in exchange for a cash payment of \$76,849 (US\$60,000), 277,668 common shares valued at \$105,514, future annual cash advance royalty payments commencing on the fifth anniversary of the Anchor Lease, and incurring an aggregate of US\$1,500,000 in exploration expenditures (US\$321,108 incurred to September 30, 2023) on the underlying claims of the Anchor Lease before the fifth anniversary of the Anchor Lease. A 2 % royalty is retained by the lessor.

Other

The Company continues to hold additional exploration and evaluation assets located in the USA, comprised of the following properties: Browns Canyon, TS Claims and Overland Pass.

The Company recorded a write-off of exploration and evaluation assets of \$Nil (2022 - \$6,935).

8. ASSET RETIREMENT OBLIGATION

	September 30, 2023	September 30, 2022
	(\$)	(\$)
Balance, beginning	155,372	220,604
Accretion expense	6,369	3,426
Change in estimate	20,295	(85,833)
Foreign exchange	(2,142)	17,175
Balance, end	179,894	155,372

The Company’s provision for restoration and environmental obligations consists of costs accrued based on the current best estimate of reclamation activities that will be required at the completion of exploration and evaluation activities. The Company’s provision for future site closure and reclamation costs is based on the level of known disturbance at the reporting date, known legal requirements and estimates prepared by management. It is not currently possible to estimate the impact on operating results, if any, of future legislative or regulatory developments.

The Company has calculated the fair value of the asset retirement obligation using a risk-free discount rate of 5.03% (2022 – 4.16%) and an inflation rate of 3.80% (2022 – 1.88%). The estimated total future undiscounted cash flows to settle the asset retirement obligations are \$384,923 (US\$285,120) and are expected to be incurred over a period of approximately 15 years.

Allegiant Gold Ltd.

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9. SHARE CAPITAL

Common shares

Authorized - unlimited common shares without par value.

Year Ended September 30, 2022

During the year ended September 30, 2023, the Company issued 993,750 common shares pursuant to the exercise of RSUs, and accordingly transferred \$210,562 from reserves to share capital.

Year Ended September 30, 2022

On October 28, 2021, the Company issued 163,733 common shares valued at \$49,939 in connection with the Eastside property.

On November 18, 2021, the Company issued 225,000 common shares pursuant to the exercise of restricted stock units ("RSUs"), and accordingly transferred \$23,625 from reserves to share capital.

On December 20, 2021, the Company issued 68,750 common shares pursuant to the exercise of RSUs, and accordingly transferred \$24,062 from reserves to share capital.

On March 17, 2022, the Company completed a non-brokered private placement wherein it issued 10,036,034 units at a price of \$0.40 per unit for aggregate proceeds of \$4,014,014. Each unit consisted of a common share and one half of a common share purchase warrant, and each whole warrant entitles the holder to acquire an additional common share at a price of \$0.70 for a period of two years from the date of closing. The warrants were valued at \$301,081.

On March 22, 2022, the Company issued 375,000 common shares pursuant to the exercise of RSUs, and accordingly transferred \$39,375 from reserves to share capital.

On March 22, 2022, the Company issued 277,668 common shares valued at \$105,514 in connection with the Goldfield West property (Note 7).

On April 13, 2022, the Company issued 56,287 common shares pursuant to the exercise of Agents' Warrants for gross proceeds of \$22,515. Additionally, \$12,388 has been transferred from reserves to share capital.

On April 22, 2022, the Company issued 250,000 common shares pursuant to the exercise of stock options for gross proceeds of \$25,000 included in receivables (Note 10). Additionally, \$26,850 has been transferred from reserves to share capital.

On July 7, 2022, the Company issued 112,500 common shares pursuant to the exercise of RSUs, and accordingly transferred \$11,813 from reserves to share capital.

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9. SHARE CAPITAL (continued)

Compensation Securities

On January 13, 2022 the Company adopted a 10% rolling omnibus incentive plan that is comprised of restricted share units ("RSU") and incentive stock options ("Option"). The Board of Directors may from time to time, grant RSUs and Options to directors, officers, employees or consultants. The vesting terms of an RSU or Option are at the discretion of the Board of Directors.

The continuity of the Company's RSUs is as follows:

	Number of RSUs
Balance, September 30, 2021	2,525,000
Granted	1,100,000
Expired	(225,000)
Exercised	(781,250)
Balance, September 30, 2022	2,618,750
Granted	1,550,000
Expired	(150,000)
Exercised	(993,750)
Balance, September 30, 2023	3,025,000

As at September 30, 2023 there are 3,025,000 RSUs outstanding of which 1,212,500 have vested. A total of 637,500 RSUs will expire on December 31, 2023, 887,500 will expire December 31, 2024 and 1,500,000 will expire December 31, 2025.

The fair value of RSUs recognized as an expense during the year ended September 30, 2023 was \$297,060 (2022 - \$323,573). The fair value of each RSU is determined using the closing price of the common shares of the Company on the date of grant. The RSUs have varying vesting periods.

The continuity of the Company's Options is as follows:

	Number of Options	Weighted Average Exercise Price (\$)
Balance, September 30, 2021	1,090,000	0.25
Granted	2,530,000	0.36
Exercised	(250,000)	0.10
Expired	(200,000)	0.55
Balance, September 30, 2022	3,170,000	0.33
Granted	1,675,000	0.23
Expired	(640,000)	0.41
Forfeited	(1,650,000)	0.35
Balance, September 30, 2023	2,555,000	0.23

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9. SHARE CAPITAL (continued)

A summary of the Company's Options at September 30, 2023 is as follows:

Exercise Price (\$)	Options Outstanding		Options Exercisable	
	Number of Options Outstanding	Weighted Average Remaining Contractual Life (yrs)	Number of Options Exercisable	Weighted Average Remaining Contractual Life (yrs)
0.25	1,025,000	4.02	512,500	4.02
0.22	300,000	2.55	75,000	2.55
0.15	300,000	1.95	60,000	1.95
0.10	500,000	0.98	500,000	0.98
0.42	300,000	0.55	300,000	0.55
0.46	30,000	0.56	30,000	0.56
0.37	100,000	0.44	100,000	0.44
0.23	2,555,000	2.43	1,577,500	1.97

The fair value of Options recognized as an expense during the year ended September 30, 2023 was \$284,761 (2022 - \$546,019).

The fair value of each Option is estimated on the date of grant using the Black-Scholes Option Pricing Model that uses the assumptions noted in the table below. Expected volatilities are based on historical volatility of the Company's shares, and other factors. The expected term of Options granted represents the period of time that Options granted are expected to be outstanding. The risk-free rate of periods within the contractual life of the Option is based on the Canadian government bond rate. Assumptions used for Options granted during the years ended September 30, 2023 and 2022 were as follows:

Grant Date	Number of Options	Expected Price Volatility (%)	Risk Free Interest Rate (%)	Expected Life (yrs)	Expected Dividend Yield (%)	Fair Value Per Option (\$)	Total Fair Value (\$)
September 12, 2023	300,000	73	4.70	2.00	-	0.05	16,200
October 7, 2022	1,075,000	105	3.55	5.00	-	0.16	171,500
April 18, 2023	300,000	87	3.73	3.00	-	0.11	34,300
May 16, 2022	300,000	81	2.64	2.00	-	0.21	62,500
April 22, 2022	30,000	79	2.65	2.00	-	0.20	6,100
March 8, 2022	400,000	94	1.46	2.00	-	0.19	74,200
November 10, 2021	1,800,000	114	1.47	5.00	-	0.28	507,100

Warrants

The continuity of the Company's warrants is as follows:

	Number of Options	Weighted Average Exercise Price (\$)
Balance, September 30, 2021	12,918,346	0.55
Issued	5,018,017	0.70
Exercised	(56,287)	0.40
Expired	(6,372,096)	0.40
Balance, September 30, 2022	11,507,980	0.69
Expired	(6,489,963)	0.69
Balance, September 30, 2023	5,018,017	0.70

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9. SHARE CAPITAL (continued)

As at September 30, 2023, there were 5,018,017 warrants outstanding with an exercise price \$0.70 until March 17, 2024.

Reserves*RSUs, Options and Warrants*

The RSUs, Options and warrants reserve records items recognized as stock-based compensation expense and other share-based payments until such time that the RSUs, Options or warrants are exercised, at which time the corresponding amount will be transferred to share capital.

Accumulated other comprehensive income (loss)

The accumulated other comprehensive income (loss) reserve records unrealized exchange differences arising on translation of foreign operations that have a functional currency other than the Company's reporting currency.

10. 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 executive and non-executive members of the Company's Board of Directors and corporate officers. The remuneration of directors and other members of key management personnel during the years ended September 30, 2023 and 2022 is as follows:

	September 30, 2023	September 30, 2022
	(\$)	(\$)
Office rent paid or accrued to Orea, a company that shares a director in common	18,000	18,000
Management and administration fees paid or accrued to the CEO of the Company	262,242	232,832
Professional fees paid to a corporation controlled by the CFO of the Company	180,000	125,400
Director fees paid or accrued	126,677	118,000
Consulting fees paid to a director of the Company	24,000	10,000
Share-based compensation in the form of vested stock options and RSUs issued to directors, officers and consultants of the Company	444,012	724,281
Exploration and evaluation expenditures paid or accrued to a director of the Company	44,590	115,316
	1,099,521	1,343,829

The following summarizes advances and amounts payable to related parties:

	September 30, 2023	September 30, 2022
	(\$)	(\$)
Receivable from directors of the Company	31,774	25,000
Advances to officers of the Company	38,931	62,502
Amounts due to directors, included in accounts payable	(11,541)	(34,262)
	59,164	53,240

Allegiant Gold Ltd.

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11. SEGMENTED INFORMATION

The Company has one reportable business segment, being mineral exploration and evaluation. All of the Company's long-term assets are located in the USA.

12. FINANCIAL RISK AND CAPITAL MANAGEMENT

Financial risk

The Company's financial instruments are exposed to certain financial risks. The risk exposures and the impact on the Company's financial instruments at September 30, 2023 are summarized below. The Board of Directors periodically reviews with management the principal risks affecting the Company and the systems that have been put in place to manage these risks.

Credit risk

The credit risk exposure on cash is limited to its carrying amount at the date of the statements of financial position. Cash is held as cash deposits with creditworthy banks in Canada and the USA, and risk is assessed as low.

The credit risk exposure on reclamation bonds is limited to its carrying amount at the date of the statements of financial position. Reclamation bonds are held by the USA Forest Service and the US Bureau of Land Management, and risk is assessed as low.

The credit risk exposure on receivables is limited to its carrying amount at the date of the statements of financial position. Receivables are due primarily from the Canada Revenue Agency for GST/HST refunds.

Liquidity risk

Liquidity risk arises from the Company's general and capital financing needs. The Company manages liquidity risk by attempting to maintain sufficient cash balances. Liquidity requirements are managed based on expected cash flows to ensure that there is sufficient capital in order to meet short-term obligations. As at September 30, 2023, the Company had working capital of \$2,395,496 (September 30, 2022 – \$4,189,322) so the Company is exposed to liquidity risk.

Market risks

(i) Foreign currency risk

The Company's functional and presentation currency is the Canadian dollar. The Company is exposed to the currency risk related to the fluctuation of foreign exchange rates in its US subsidiary. The Company also has certain assets and liabilities denoted in US dollars. A significant change in the currency exchange rates between the Canadian dollar relative to the US dollar could have an effect on the Company's results of operations, financial position and/or cash flows. The Company has not hedged its exposure to currency fluctuations.

(ii) Commodity price risk

The Company's ability to raise capital to fund exploration or development activities is subject to risks associated with fluctuations in the market price of gold. The Company closely monitors commodity prices to determine the appropriate course of action to be taken.

(iii) Interest rate risk

The Company does not have any variable interest-bearing debt and is therefore not exposed to interest rate risk.

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12. FINANCIAL RISK AND CAPITAL MANAGEMENT (continued)

Sensitivity analysis

A 10% change in interest rates does not have a significant effect on the Company's profit or loss.

The Company has certain assets and liabilities in US Dollars, a currency other than the functional currency of Company. The Company estimates that a +/-10% change in the value of the Canadian dollar relative to the US dollar would affect the Company's profit or loss by \$6,194.

Capital management

The Company considers the components of equity as being capital. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of its mineral properties and to maintain a flexible capital structure for its projects for the benefit of its stakeholders. As the Company is in the exploration stage, its principal source of funds is from equity financings.

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

The Company is not subject to any capital restrictions and there were no changes in approach in the 2023 fiscal year.

Fair value

The fair value of the Company's financial instruments, including cash, receivables and accounts payable approximates their carrying value due to the immediate or short-term maturity of these financial instruments. These items are measured at amortized cost.

The fair value of the reclamation bonds approximates their fair value based on current interest rates and high liquidity.

The fair value of the short-term investments is measured with quoted market prices pursuant to level 1 of the fair value hierarchy.

IFRS 9, Financial Instruments: Disclosure establishes a fair value hierarchy that prioritizes the input to valuation techniques used to measure fair value as follows:

- Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and
- Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company has determined the estimated fair values of its financial instruments based upon appropriate valuation methodologies.

Allegiant Gold Ltd.

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13. INCOME TAXES

Income tax expense differs from the amount that would result from applying the Canadian federal and provincial income tax rates to loss before income taxes. These differences result from the following items:

	Year ended	
	September 30, 2023	September 30, 2022
	(\$)	(\$)
Income (loss) before taxes	474,650	(1,731,825)
Canadian federal and provincial income tax rates	27%	27%
Expected income tax expense (recovery)	128,000	(468,000)
Foreign tax differences, rate changes and foreign exchange	402,000	(482,000)
Non-taxable items	179,000	334,000
Share issue costs	-	(165,000)
Adjustment to prior years provision versus statutory tax returns	403,000	(108,000)
Change in valuation of deferred tax assets	(706,000)	889,000
Income tax (recovery) expense	-	-

The significant components of the Company's deferred tax assets that have not been included on the consolidated statement of financial position are as follows:

	September 30, 2023	September 30, 2022
	(\$)	(\$)
Net operating losses carried forward	7,319,000	7,175,000
Share issuance costs	84,000	130,000
Allowable capital losses	101,000	63,000
Investments	38,000	76,000
Resource properties costs	-	762,000
Unrecognized deferred tax assets	(7,542,000)	(8,248,000)
	-	-

As of September 30, 2023, the Company has Canadian tax loss carry-forwards of approximately \$6,454,000 (2022 - \$4,524,000) available to reduce future years' taxable income. The Company recognizes the benefit of tax losses only to the extent of anticipated future taxable income in the relevant jurisdictions.

In addition, the Company has non-capital losses in its United States subsidiary which expire over various terms, and after 2017 carry forward indefinitely with deductibility limits. The amount of those non-capital losses carried forward is \$26,552,000 (2022 - \$28,355,000).

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14. SUPPLEMENTAL CASH FLOW INFORMATION

The Company's non-cash investing and financing transactions are as follows:

	September 30, 2023 (\$)	September 30, 2022 (\$)
Received short-term investments as an option payment for the Mogollon property (Note 7)	2,089,443	779,279
Received short-term investments as an option payment for the Bolo property (Note 7)	-	336,922
Received short-term investments as an option payment for the Four Metals property (Note 7)	86,398	15,833
Fair value transfer from reserves to share capital for RSU, warrant and option exercises	210,562	138,113
Shares issued for receivable	-	25,000
Shares issued for exploration and evaluation assets	-	155,453
Adjustment to asset retirement obligation applied to exploration and evaluation asset	20,295	85,833
	<u>2,406,698</u>	<u>1,536,433</u>

15. COMMITMENT

The Company entered into a lease agreement on May 1, 2022 for the rental of storage space in Reno, Nevada with a term that expires on April 30, 2024 with an option to renew the lease for a further term of 2 years expiring on April 30, 2026. The remaining rent payable under the lease is \$23,264 (US\$17,232) up until the lease expires.

16. SUBSEQUENT EVENTS

Subsequent to September 30, 2023, the Company:

- granted 2,300,000 stock options exercisable at \$0.15 for a period of five years.
- granted 900,000 RSUs that expire on December 31, 2027.
- issued 456,250 common shares pursuant to the exercise of RSUs.
- received 8,912,884 common shares of Summa with a fair value of \$3,832,540 (US\$3,000,000) to complete the disposal of the Mogollon project.