



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

**Management's Discussion and Analysis
Three Month Period Ended
December 31, 2023**

(Stated in Canadian Dollars)

Report Date – February 22, 2024

Allegiant Gold Ltd.

Management's Discussion and Analysis

Three Month Period Ended December 31, 2023

(Expressed Canadian Dollars)

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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 condensed interim consolidated financial statements for the three month period ended December 31, 2023 and the 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 month periods ended December 31, 2023 and 2022:

	Three Months Ended		
	December 31, 2023	December 31, 2022	Change
	(\$)	(\$)	(\$)
Net income (loss)	4,567,991	(786,042)	5,354,033
Income (loss) per share – basic and diluted	0.04	(0.01)	0.05
Cash used in operating activities	(250,914)	(779,972)	528,058
Cash at end of period	88,205	2,600,394	(2,512,189)

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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 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 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 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.

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 39 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.

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.

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.

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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.

In August 2023, the Company announced that it has found high-grade gold and silver on existing heap leach and waste dumps at the former operating Boss mine, within the Castle project of the Eastside District. Allegiant sampled material from existing waste dumps and tailings. A total of 79 samples were collected and analyzed for gold, silver and other elements, the majority from the Boss Mine's leach pad.

Highlights of the sampling include:

- Coarse fraction (1/16-inch) samples from the Boss Mine's leach pad samples returned up to 8.02 g/t Au and 28.2 g/t Ag.
- Fine fraction (1/16-inch) samples from the Boss Mine's Leach pad returned up to 2.10 g/t Au and 5.2 g/t Ag.
- Dump samples returned up to 22.2 g/t Au and 10.2 g/t Ag.
- Leach pad area covers approximately 5.0 hectares and dumps cover approximately 11 hectares.
- Further sampling and drilling of leach pad and dumps is planned over the coming months.
- Metallurgical testing is planned.
- The Boss Mine was a producing mine from 1987 to 1989. It is estimated that the Boss Mine produced over 32,000 Au ounces from 650,000 tons at an average grade of 0.058 opt (1.99 g/t Au); recovery for silver and other metals of value is unknown.

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Samples were collected from the near surface at the Boss Mine's leach pad without damaging the existing liner materials. A total of 72 samples were collected from the leach pad at points across the whole of leach pad's area, approximately 5-hectares. The samples were divided into 2 fractions: a coarse fraction consisting of particles greater than 1/16-inch diameter, and particles less than 1/16 -- inch diameter. Samples were then sent to American Assay Lab's of Reno, Nevada for analysis. Each sample was analyzed for gold by 30g fire-assay with ICP-OES finish; overlimit samples were reanalyzed by 30g fire-assay gravimetry. Multi-element analysis was also carried out on all samples to determine the concentration of other metals. Sample analysis for 28 elements was performed by 4-acid digest and ICP-OES analysis.

Additional samples were collected from dumps located adjacent to the leach pad which are believed to represent mineralized rock. These samples returned assay values from 4.53 to 22.2 g/t Au and 5.4 to 10.2 g/t Ag. Antimony, arsenic, iron, gold, and silver were the only metals that returned significantly anomalous values and characterize the metals most commonly associated with the Eastside District epithermal-style mineralization.

Further sampling and drilling of the leach pad and dumps is proposed to assess the full extent of undocumented gold and silver mineralization in material already mined and at the surface. Metallurgical testing of the samples collected from all sources will be carried out to allow the Company to assess the economic viability of reprocessing the leach pad and dumps to extract the remaining gold and silver prior to commencement of new mining operations.

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.

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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.

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. 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%. However, in January 2024, CPAU notified the Company that it would no longer pursue the additional interest, and as a result, their ownership interest in Bolo has reverted to 49.99%.

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 held 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.

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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.

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.

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The Company 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.

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

	Dec 31, 2023	Sep 30, 2023	Jun 30, 2023	Mar 31, 2023	Dec 31, 2022	Sep 30, 2022	Jun 30, 2022	Mar 31, 2022
	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Net income (loss) for the period	4,567,991	1,649,605	(456,860)	67,947	(786,042)	493,492	(787,896)	(488,647)
Basic and diluted earnings (loss) per share	0.04	0.02	(0.00)	0.00	(0.01)	0.00	(0.01)	(0.01)
	Dec 31, 2023	Sep 30, 2023	Jun 30, 2023	Mar 31, 2023	Dec 31, 2022	Sep 30, 2022	Jun 30, 2022	Mar 31, 2022
	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Cash	88,205	239,459	948,561	1,492,597	2,600,394	4,076,330	6,286,577	7,218,898
Total assets	38,635,722	34,102,366	32,483,645	32,840,796	32,792,380	33,928,521	33,104,218	32,953,031
Total non-current financial liabilities	178,733	179,894	155,970	160,992	169,780	265,741	257,278	258,793

Allegiant Gold Ltd.

Management's Discussion and Analysis
Three Month Period Ended December 31, 2023
(Expressed Canadian Dollars)

Notes on Material Quarterly Variations:

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.

September 30, 2023 – The Company reported net income for the period due to the receipt of 4,398,831 common shares of Summa as a payment under the Mogollon option agreement.

December 31, 2023 – The Company reported net income for the period due to the receipt of 8,912,884 common shares of Summa as a final payment under the Mogollon option agreement.

Review of Financial Results – YTD

The Company didn't generate any operating revenue during the three month period ended December 31, 2023 ("Current Period") or the three month period ended December 31, 2022 ("Prior Period").

During the Current Period, the Company reported net income of \$4,567,991 versus a net loss of \$786,042 for the Prior Period. The primary reason for the difference was the Company received a substantial option payment from Summa in connection with the Mogollon option agreement.

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 in connection with the Mogollon option agreement.

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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 in addition to the sale of marketable securities owned in other companies. 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	
	December 31, 2023	December 31, 2022
	(\$)	(\$)
Cash provided by (used in) operating activities	(250,914)	(779,972)
Cash provided by (used in) investing activities	112,444	(679,470)
Cash provided by (used in) financing activities	(10,027)	(10,027)
Cash, end of the period	88,205	2,600,394

As at December 31, 2023, the Company had working capital of \$6,843,657 compared to \$2,395,496 at September 30, 2023. Working capital increased due to the receipt of common shares from Summa in connection with the Mogollon option agreement.

As at December 31, 2023, the Company had current liabilities of \$74,216 and non-current liabilities of \$178,733.

Subsequent Events

Subsequent to December 31, 2023, the Company:

- a) granted 2,300,000 stock options to directors, officers and consultants which vest over twelve months and are exercisable at \$0.15 until January 16, 2029; and
- b) granted 900,000 RSUs to directors and officers which vest over three years and expire on December 31, 2027.

Commitments and Related Party Transactions

Refer to Note 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 December 31, 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 period.

Allegiant Gold Ltd.

Management's Discussion and Analysis
Three Month Period Ended December 31, 2023
(Expressed Canadian Dollars)

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 December 31, 2023 and the Report Date of this MD&A:

	Report Date	December 31, 2023
Common shares	103,895,580	103,895,580
Warrants (exercisable at \$0.70)	5,018,017	5,018,017
Restricted stock units	3,068,750	2,168,750
Share options (exercisable at \$0.10 to \$0.46)	4,555,000	2,255,000

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.

Allegiant Gold Ltd.

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(Expressed Canadian Dollars)

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.

Allegiant Gold Ltd.

Management's Discussion and Analysis
Three Month Period Ended December 31, 2023
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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 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.

Allegiant Gold Ltd.

Management's Discussion and Analysis
Three Month Period Ended December 31, 2023
(Expressed Canadian Dollars)

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 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.

Allegiant Gold Ltd.

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Three Month Period Ended December 31, 2023
(Expressed Canadian Dollars)

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.

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.

Allegiant Gold Ltd.

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(Expressed Canadian Dollars)

Availability of Equipment and Access Restrictions

Natural resource exploration and development activities are dependent on the availability of drilling and related equipment in the 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 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 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.

Allegiant Gold Ltd.

Management's Discussion and Analysis

Three Month Period Ended December 31, 2023

(Expressed Canadian Dollars)

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

Three Month Period Ended December 31, 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

Three Month Period Ended December 31, 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**

Condensed Interim Consolidated Financial Statements

**Three Month Period Ended
December 31, 2023**

(Expressed in Canadian Dollars)

NOTICE TO READER

The accompanying unaudited condensed interim consolidated financial statements have been prepared by and are the responsibility of management. The Company's independent auditor has not performed a review of these interim financial statements.

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

(Expressed in Canadian dollars)

(Unaudited)

	December 31, 2023	September 30, 2023
	(\$)	(\$)
ASSETS		
Current assets		
Cash	88,205	239,459
Short-term investments (Note 4)	6,717,320	2,152,716
Receivables (Note 10)	7,647	56,436
Prepaid expenses (Note 10)	104,701	96,126
Total current assets	6,917,873	2,544,737
Non-current assets		
Reclamation bonds (Note 6)	431,277	439,017
Right-of-use asset (Note 5)	10,104	17,464
Exploration and evaluation assets (Note 7 and 10)	31,276,468	31,101,148
TOTAL ASSETS	38,635,722	34,102,366
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities (Note 10)	60,065	125,044
Lease liability (Note 5)	14,151	24,197
Total current liabilities	74,216	149,241
Non-current liabilities		
Asset retirement obligation (Note 8)	178,733	179,894
TOTAL LIABILITIES	252,949	329,135
SHAREHOLDERS' EQUITY		
Share capital (Note 9)	37,702,570	37,632,570
Reserves (Note 9)	6,341,871	6,370,320
Deficit	(5,661,668)	(10,229,659)
	38,382,773	33,773,231
TOTAL LIABILITIES & SHAREHOLDERS' EQUITY	38,635,722	34,102,366
Nature of operations and going concern (Note 1)		
Commitment (Note 14)		
Subsequent events (Note 15)		
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 condensed interim consolidated financial statements

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

(Expressed in Canadian dollars)

(Unaudited)

	Three Month Period Ended December 31, 2023	Three Month Period Ended December 31, 2022
	(\$)	(\$)
Operating expenses		
Administration and office (Note 10)	11,825	37,095
Depreciation (Note 5)	7,578	7,578
Director fees (Note 10)	24,000	33,000
Investor relations	58,504	28,278
Management fees (Note 10)	66,520	59,694
Option payments received (Note 7)	(3,787,976)	-
Professional fees (Note 10)	42,092	65,759
Share-based payments (Notes 9 and 10)	41,551	261,385
Transfer agent and filing fees	3,509	10,777
Travel	14,098	43,188
	3,518,299	(546,754)
Interest expense (Note 5)	(760)	971
Interest income	1,347	-
Gain (loss) on short-term investments (Note 4)	1,064,392	(238,009)
Accretion expense (Note 8)	(2,275)	(1,603)
Foreign exchange	(13,012)	(647)
Income (loss) and comprehensive income (loss) for the period	4,567,991	(786,042)
Earnings (loss) per share:		
Basic	0.04	(0.01)
Diluted	0.04	(0.01)
Weighted average common shares outstanding:		
Basic	103,708,148	102,509,167
Diluted	106,776,898	102,509,167

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

ALLEGIANT GOLD LTD.**Condensed Interim Consolidated Statements of Cash Flows**

(Expressed in Canadian dollars)

(Unaudited)

	Three Month Period Ended December 31, 2023	Three Month Period Ended December 31, 2022
	(\$)	(\$)
CASH PROVIDED BY (USED IN)		
OPERATING ACTIVITIES		
Income (loss) for the period	4,567,991	(786,042)
Adjusted for items not involving cash:		
Accretion	2,275	1,603
Depreciation	7,578	7,578
Interest expense on lease liability	760	971
Loss on short-term investments	(1,064,392)	238,009
Option payments received	(3,787,976)	-
Share-based payments	41,551	261,385
Unrealized foreign exchange (gain) loss	6,064	6,752
Changes in non-cash working capital:		
Prepaid expenses and receivables	40,214	7,260
Accounts payable and accrued liabilities	(64,979)	(517,488)
	(250,914)	(779,972)
INVESTING ACTIVITIES		
Exploration and evaluation expenditures	(175,320)	(853,267)
Reclamation bonds	-	(13,060)
Proceeds from sale of short-term investments	287,764	186,857
	112,444	(679,470)
FINANCING ACTIVITIES		
Payments on lease liability	(10,027)	(10,027)
	(10,027)	(10,027)
Change in cash	(148,497)	(1,469,469)
Effect of exchange rate changes on cash denominated in a foreign currency	(2,757)	(6,466)
Cash, beginning of period	239,459	4,076,330
Cash, end of period	88,205	2,600,395

Supplemental cash flow information (Note 13)

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

ALLEGIANT GOLD LTD.

Condensed Interim Consolidated Statements of Changes in Shareholders' Equity

(Expressed in Canadian dollars)

(Unaudited)

	Share Capital		Reserves			Shareholders' Equity
	Number of Shares	Amount	Options, RSUs and Warrants	Accumulated Other Comprehensive Income (Loss)	Deficit	
		(\$)	(\$)	(\$)	(\$)	(\$)
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)	-	-	261,385	-	-	261,385
Shares issued - RSU exercise (Note 9)	50,000	15,750	(15,750)	-	-	-
Comprehensive loss	-	-	-	-	(786,042)	(786,042)
Balance at December 31, 2022	102,495,580	37,437,758	5,070,983	1,173,713	(11,490,351)	32,192,103
Share-based payments (Note 9)	-	-	320,436	-	-	320,436
Shares issued - RSU exercise (Note 9)	943,750	194,812	(194,812)	-	-	-
Comprehensive income	-	-	-	-	1,260,692	1,260,692
Balance at September 30, 2023	103,439,330	37,632,570	5,196,607	1,173,713	(10,229,659)	33,773,231
Share-based payments (Note 9)	-	-	41,551	-	-	41,551
Shares issued - RSU exercise (Note 9)	456,250	70,000	(70,000)	-	-	-
Comprehensive income	-	-	-	-	4,567,991	4,567,991
Balance at December 31, 2023	103,895,580	37,702,570	5,168,158	1,173,713	(5,661,668)	38,382,773

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

Allegiant Gold Ltd.

Notes to the Condensed Interim Consolidated Financial Statements

Three Month Period Ended December 31, 2023

(Unaudited - 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 Suite 400 – 1681 Chestnut Street, Vancouver, British Columbia, V6J 4M6, 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.

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

Statement of Compliance

These condensed interim financial statements, including comparatives, have been prepared in accordance with IAS 34, Interim Financial Reporting, as issued by the International Accounting Standards Board (“IASB”) and the interpretations of the IFRS Interpretations committee. They do not include all disclosures required by International Financial Reporting Standards (“IFRS”) for annual financial statements, and therefore should be read in conjunction with the Company’s audited financial statements for the year ended September 30, 2023, prepared in accordance with IFRS as issued by the IASB.

These condensed interim consolidated financial statements were approved by the Board of Directors of the Company on February 22, 2024.

Basis of Measurement

These consolidated financial statements have been prepared on the historical cost basis. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

Allegiant Gold Ltd.

Notes to the Consolidated Financial Statements

For the Three Month Period Ended December 31, 2023

(Expressed in Canadian Dollars)

2. BASIS OF PRESENTATION (continued)

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%	Nevada, 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.

Use of Estimates and Judgements

Significant accounting judgments, estimates and assumptions

The preparation of the Company's 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.

Allegiant Gold Ltd.

Notes to the Consolidated Financial Statements
For the Three Month Period Ended December 31, 2023
(Expressed in Canadian Dollars)

2. BASIS OF PREPARATION (continued)

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 preparation of the consolidated financial statements in accordance with IFRS requires management to make estimates and assumptions which affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Estimates and assumptions used by management where there is risk of material adjustments to assets and liabilities in future accounting periods include the recoverability of the carrying value of exploration and evaluation assets, assumptions used in determination of the fair value of share-based payments, the recoverability and measurement of deferred tax assets, decommissioning obligations, restoration and similar liabilities and contingent liabilities.

3. SIGNIFICANT ACCOUNTING POLICIES

These condensed interim consolidated financial statements have been prepared using the same accounting policies as those used in the Company's annual financial statements for the year ended September 30, 2023.

4. SHORT-TERM INVESTMENTS

Carrying Value September 30, 2023	Additions	Dispositions	Gain (Loss)	Fair Value December 31, 2023
(\$)	(\$)	(\$)	(\$)	(\$)
2,152,716	3,787,976	(287,764)	1,064,392	6,717,320

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

Allegiant Gold Ltd.

Notes to the Consolidated Financial Statements
For the Three Month Period Ended December 31, 2023
(Expressed in Canadian Dollars)

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, 2022 and 2023	119,425
Additions	-
At December 31, 2023	119,425
Accumulated amortization:	
At September 30, 2022	(69,127)
Depreciation for the year	(30,116)
At September 30, 2023	(99,243)
Depreciation for the period	(7,578)
At December 31, 2023	(106,821)
Foreign exchange:	
At September 30, 2022	(4,889)
Additions	2,171
At September 30, 2023	(2,718)
Additions	218
At December 31, 2023	(2,500)
Carrying amounts:	
At September 30, 2023	17,464
At December 31, 2023	10,104

During the three month period ended December 31, 2023, the Company made lease payments of \$10,027 (2022 - \$10,027). In addition, the Company incurred finance expenses of \$760 (2022 - \$971) related to interest on its lease.

Allegiant Gold Ltd.

Notes to the Consolidated Financial Statements

For the Three Month Period Ended December 31, 2023

(Expressed in Canadian Dollars)

5. LEASE (continued)

Lease liability recognized at December 31, 2023 is as follows:

	Amount
	(\$)
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
Payment of lease liability	(10,027)
Interest expense on lease liability	760
Foreign exchange	(779)
Lease liability as at December 31, 2023	14,151

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:

	December 31, 2023	September 30, 2023
	(\$)	(\$)
Browns Canyon	8,379	8,539
Eastside	398,298	405,926
Goldfield West	16,525	16,322
Red Hills	8,075	8,230
	431,277	439,017

Allegiant Gold Ltd.

Notes to the Consolidated Financial Statements

For the Three Month Period Ended December 31, 2023

(Expressed in Canadian Dollars)

7. EXPLORATION AND EVALUATION ASSETS

A summary of exploration and evaluation assets by property for the three month period ended December 31, 2023 is set out below:

Property	Balance at September 30, 2023	Additions	Option Payment(s) Received	Impairment	Foreign Exchange	Balance at December 31, 2023
	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Bolo	2,667,785	-	-	-	-	2,667,785
Browns Canyon	67,061	2,428	-	-	-	69,489
Eastside	27,514,138	156,964	-	-	-	27,671,102
Goldfield West	650,035	12,474	-	-	-	662,509
Overland Pass	38,070	1,385	-	-	-	39,455
TS Claims	164,059	2,069	-	-	-	166,128
	31,101,148	175,320	-	-	-	31,276,468

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

Allegiant Gold Ltd.

Notes to the Consolidated Financial Statements

For the Three Month Period Ended December 31, 2023

(Expressed in Canadian Dollars)

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, 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
Acquisition and land costs	28,009
Assays	9,996
Camp costs	15,509
Geologists and geophysics	79,180
Technical studies, maps and reports	29,045
Travel	13,581
Balance at December 31, 2023	31,276,468

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.

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%. However, in January 2024, CPAU notified the Company that it would no longer pursue the additional interest, and as a result, their ownership interest in Bolo has reverted to 49.99%.

Allegiant Gold Ltd.

Notes to the Consolidated Financial Statements

For the Three Month Period Ended December 31, 2023

(Expressed in Canadian Dollars)

7. EXPLORATION AND EVALUATION ASSETS (continued)

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 held a 100% interest in Mogollon, subject to underlying royalties.

On October 26, 2023, the Company received 8,912,884 common shares of Summa Silver Corp., with a fair value of \$3,787,976, as a final payment for the acquisition of the Mogollon project.

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 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.

Allegiant Gold Ltd.

Notes to the Consolidated Financial Statements
For the Three Month Period Ended December 31, 2023
(Expressed in Canadian Dollars)

8. ASSET RETIREMENT OBLIGATION

	December 31, 2023	September 30, 2022
	(\$)	(\$)
Balance, beginning	179,894	155,372
Accretion expense	2,275	6,369
Change in estimate	-	20,295
Foreign exchange	(3,436)	(2,142)
Balance, end	178,733	179,894

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.

9. SHARE CAPITAL

Common shares

Authorized - unlimited common shares without par value.

Three Month Period Ended December 31, 2023

During the three month period ended December 31, 2023, the Company issued 456,250 common shares pursuant to the exercise of RSUs, and accordingly transferred \$70,000 from reserves to share capital.

Year Ended September 30, 2023

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.

Allegiant Gold Ltd.

Notes to the Consolidated Financial Statements

For the Three Month Period Ended December 31, 2023

(Expressed in Canadian Dollars)

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, 2022	2,618,750
Granted	1,550,000
Expired	(150,000)
Exercised	(993,750)
Balance, September 30, 2023	3,025,000
Expired	(400,000)
Exercised	(456,250)
Balance, December 31, 2023	2,168,750

As at December 31, 2023 there are 2,168,750 RSUs outstanding of which 818,750 expire December 31, 2024 and 1,350,000 expire December 31, 2025.

The fair value of RSUs recognized as an expense during the three month period ended December 31, 2023 was \$30,008 (2022 - \$131,400). 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, 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
Expired	(300,000)	0.42
Balance, December 31, 2023	2,255,000	0.21

Allegiant Gold Ltd.

Notes to the Consolidated Financial Statements

For the Three Month Period Ended December 31, 2023

(Expressed in Canadian Dollars)

9. SHARE CAPITAL (continued)

A summary of the Company's Options at December 31, 2023 is as follows:

Exercise Price	Options Outstanding		Options Exercisable	
	Number of Options Outstanding	Weighted Average Remaining Contractual Life	Number of Options Exercisable	Weighted Average Remaining Contractual Life
(\$)		(yrs)		(yrs)
0.25	1,025,000	3.77	768,750	3.77
0.22	300,000	2.30	150,000	2.30
0.15	300,000	1.70	120,000	1.70
0.10	500,000	0.73	500,000	0.73
0.42	300,000	0.30	300,000	0.30
0.46	30,000	0.31	30,000	0.31
0.37	100,000	0.19	100,000	0.19
0.23	2,555,000	2.18	1,968,750	2.00

The fair value of previously granted Options recognized as an expense during the three month period ended December 31, 2023 was \$11,542 (2022 - \$127,727).

Warrants

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

	Number of Options	Weighted Average Exercise Price
		(\$)
Balance, September 30, 2022	11,507,980	0.69
Expired	(6,489,963)	0.60
Balance, September 30, 2023 and December 31, 2023	5,018,017	0.70

As at December 31, 2023 there are 5,018,017 share purchase warrants outstanding and exercisable at \$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.

Allegiant Gold Ltd.

Notes to the Consolidated Financial Statements

For the Three Month Period Ended December 31, 2023

(Expressed in Canadian Dollars)

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 three month periods ended December 31, 2023 and 2022 is as follows:

	December 31, 2023	December 31, 2022
	(\$)	(\$)
Office rent paid or accrued to Orea, a company that shares a director in common	-	4,500
Management and administration fees paid or accrued to the CEO of the Company	66,520	59,694
Professional fees paid to a corporation controlled by the CFO of the Company	45,000	45,000
Director fees paid or accrued	24,000	33,000
Consulting fees paid to a director of the Company	6,000	6,000
Share-based compensation in the form of vested stock options and RSUs issued to directors, officers and consultants of the Company	32,061	236,616
Exploration and evaluation expenditures paid or accrued to a director of the Company	-	17,945
	173,581	402,755

The following summarizes advances and amounts payable to related parties:

	December 31, 2023	September 30, 2023
	(\$)	(\$)
Receivable from directors of the Company	-	31,774
Advances to officers of the Company	55,340	38,931
Amounts due to directors, included in accounts payable	-	(11,541)
	55,340	53,240

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 December 31, 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.

Allegiant Gold Ltd.

Notes to the Consolidated Financial Statements

For the Three Month Period Ended December 31, 2023

(Expressed in Canadian Dollars)

12. FINANCIAL RISK AND CAPITAL MANAGEMENT (continued)

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 December 31, 2023, the Company had a working capital of \$6,843,657 (September 30, 2023 – \$2,395,496) so liquidity risk is assessed as low.

Market risks

(i) Foreign currency risk

The Company's presentation currency is the Canadian dollar, and the functional currency of AGUS was the US dollar until June 30, 2022 and functionally Canadian thereafter. 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.

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 approximately \$6,200.

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 period ended December 31, 2023.

Allegiant Gold Ltd.

Notes to the Consolidated Financial Statements

For the Three Month Period Ended December 31, 2023

(Expressed in Canadian Dollars)

12. FINANCIAL RISK AND CAPITAL MANAGEMENT (continued)

Fair value

The fair value of the Company's financial instruments, including cash, short-term investments, 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 using 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.

13. SUPPLEMENTAL CASH FLOW INFORMATION

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

	December 31, 2023	December 31, 2022
	(\$)	(\$)
<u>Amount transferred from reserves to share capital in connection with exercise of RSUs.</u>	<u>70,000</u>	<u>15,750</u>

14. COMMITMENT

The Company entered into a lease agreement on May 1, 2022 for the rental of storage space in Tonopah, 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 \$13,044 (US\$9,847) up until the lease expires.

15. SUBSEQUENT EVENTS

Subsequent to December 31, 2023, the Company:

- a) granted 2,300,000 stock options to directors, officers and consultants which vest over twelve months and are exercisable at \$0.15 until January 16, 2029; and
- b) granted 900,000 RSUs to directors and officers which vest over three years and expire on December 31, 2027.