



CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in Canadian dollars)

FOR THE YEARS ENDED DECEMBER 31, 2018 and 2017

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INDEPENDENT AUDITORS' REPORT

TO THE SHAREHOLDERS OF CARLIN GOLD CORPORATION

Opinion

We have audited the consolidated financial statements of Carlin Gold Corporation (the "Company"), which comprise the consolidated statements of financial position as at December 31, 2018 and 2017, and the consolidated statements of loss and comprehensive loss, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at December 31, 2018 and 2017, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards.

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the consolidated financial statements, which indicates that the Company incurred a net loss of \$245,724 during the year ended December 31, 2018. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information comprises of Management's Discussion and Analysis.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audits of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

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

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

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

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

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

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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

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

- ♦ Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- ♦ Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

The engagement partner on the audit resulting in this independent auditors' report is Kevin Yokichi Nishi.

Smythe LLP

Chartered Professional Accountants

Vancouver, British Columbia
April 24, 2019



Consolidated Statements of Financial Position
As at December 31, 2018 and 2017
(Expressed in Canadian dollars)

	2018	2017
Assets		
Current assets:		
Cash	\$ 47,876	\$ 16,290
Accounts receivable	2,490	7,984
Marketable securities (Note 5)	107,500	160,000
Prepaid expenses	137	7,375
	158,003	191,649
Exploration and evaluation properties (Note 6)	1,765,122	1,715,208
Reclamation bonds	38,435	35,543
	\$ 1,961,560	\$ 1,942,400
Liabilities		
Current liabilities:		
Trade payables and accrued liabilities	\$ 54,886	\$ 51,956
Loan payable to related party (Notes 7 and 10)	68,433	-
Other amounts due to related parties (Note 10)	278,490	84,969
	401,809	136,925
Equity		
Share capital (Note 8)	10,603,291	10,603,291
Reserves - Stock options and warrants (Notes 8b and 8c)	238,542	438,542
Reserves - Marketable securities (Note 5)	-	160,000
Deficit	(9,282,082)	(9,396,358)
	1,559,751	1,805,475
	\$ 1,961,560	\$ 1,942,400

"K. Wayne Livingstone"
Director

"Robert Culbert"
Director

See accompanying notes to consolidated financial statements.



Consolidated Statements of Loss and Comprehensive Loss
For the years ended December 31, 2018 and 2017
(Expressed in Canadian dollars)

	2018	2017
Expenses:		
Accounting and audit	\$ 16,340	\$ 19,340
Insurance	7,375	12,500
Interest (Notes 7 and 10)	2,493	-
Legal fees	9,779	13,347
Management and administration fees (Note 10)	120,000	120,000
Office	6,353	13,736
Regulatory fees	7,879	8,498
Rent	6,000	6,000
Share-based payments (Note 8b)	-	161,994
Technical consulting (Note 10)	24,916	36,890
Travel	582	930
Transfer agent fees	5,128	8,052
	(206,845)	(401,287)
Foreign exchange gain (loss)	(2,932)	1,906
Recovery of exploration costs (Note 6b)	83,024	-
Loss on sale of marketable securities	(9,675)	-
Fair value change of marketable securities	(52,500)	-
Write-off of exploration properties (Note 6d)	(56,796)	(42,233)
Net loss for the year	\$ (245,724)	\$ (441,614)
Items of comprehensive gain		
Item that will be recycled to profit or loss:		
Fair value change of marketable securities	-	40,000
Comprehensive loss for the year	\$ (245,724)	\$ (401,614)
Loss per share (basic and diluted)	\$ (0.00)	\$ (0.00)
Weighted average number of common shares outstanding	88,939,464	88,939,464

See accompanying notes to consolidated financial statements.

Consolidated Statements of Equity
For the years ended December 31, 2018 and 2017
(Expressed in Canadian dollars)

	Share Capital		Reserves			Total Equity	
	Number of Shares	Amount	Stock options	Warrants	Available-for-sale investments		
Balance, December 31, 2016	88,939,464	\$10,603,291	\$ 903,134	\$223,088	\$ 120,000	\$ (9,804,418)	\$ 2,045,095
Share-based payments (Note 8b)	-	-	161,994	-	-	-	161,994
Items of comprehensive gain (loss)	-	-	-	-	40,000	-	40,000
Options and warrants expired during the year	-	-	(826,586)	(23,088)	-	849,674	-
Net loss for the year	-	-	-	-	-	(441,614)	(441,614)
Balance, December 31, 2017	88,939,464	10,603,291	238,542	200,000	160,000	(9,396,358)	1,805,475
Impact of adopting IFRS 9 on January 1, 2018	-	-	-	-	(160,000)	160,000	-
Balance, January 1, 2018	88,939,464	10,603,291	238,542	200,000	-	(9,236,358)	1,805,475
Warrants expired during the year	-	-	-	(200,000)	-	200,000	-
Net loss for the year	-	-	-	-	-	(245,724)	(245,724)
Balance, December 31, 2018	88,939,464	\$10,603,291	\$ 238,542	\$ -	\$ -	\$ (9,282,082)	\$ 1,559,751

See accompanying notes to consolidated financial statements.

Consolidated Statements of Cash Flows
For the years ended December 31, 2018 and 2017
(Expressed in Canadian dollars)

	2018	2017
Operating Activities:		
Net loss for the year	\$ (245,724)	\$ (441,614)
Items not affecting cash:		
Foreign exchange	(2,609)	(926)
Share-based payments	-	161,994
Interest on loan payable to related party (Notes 7 and 10)	2,493	-
Recovery of exploration costs paid in shares (Note 6b)	(37,750)	-
Loss on sale of marketable securities (Note 5)	9,675	-
Fair value change of marketable securities (Note 5)	52,500	-
Write-down of exploration and evaluation properties (Note 6d)	56,796	42,233
Change in non-cash operating working capital:		
Accounts receivable	5,494	(49)
Prepaid expenses	7,238	-
Trade payables and accrued liabilities	(1,795)	15,370
Other amounts due to related parties (Note 7)	198,246	25,358
Cash provided by (used in) operating activities	44,564	(197,634)
Investing Activities:		
Exploration and evaluation property expenditures (Note 6)	(106,710)	(52,559)
Decrease in reclamation bonds	(2,892)	28,934
Loan payable to related party (Note 7)	65,940	-
Proceeds from sale of marketable securities (Note 5)	28,075	-
Cash used in investing activities	(15,587)	(23,625)
Foreign Exchange Effect on Cash	2,609	926
Increase (decrease) in cash	31,586	(220,333)
Cash, Beginning of Year	16,290	236,623
Cash, End of Year	\$ 47,876	\$ 16,290
Supplemental cash flow information:		
Interest paid	\$ -	\$ -
Income taxes paid	\$ -	\$ -

See accompanying notes to consolidated financial statements.

1. NATURE OF OPERATIONS AND GOING CONCERN

Carlin Gold Corporation (the “Company”) is registered under the British Columbia *Business Corporations Act* and trades on the TSX Venture Exchange. The Company is in the business of acquiring, exploring and developing mineral properties in Nevada and Yukon, and has not yet determined whether its properties contain ore reserves that are economically recoverable. The head office and principal address of the Company is situated at Suite 320 – 800 West Pender Street, Vancouver, British Columbia, Canada, V6C 2V6.

The Company has not generated any revenue since inception, has never paid dividends and is unlikely to pay dividends or generate earnings in the immediate or foreseeable future. During the year ended December 31, 2018, the Company incurred a net loss of \$245,724 (2017 - \$441,614) and as at December 31, 2018 the Company has a working capital deficiency of \$243,806 (2017 – working capital of \$54,724). The continuation of the Company as a going concern is dependent upon the ability of the Company to obtain necessary equity financing to continue operations and to determine the existence, discovery and successful exploitation of economically recoverable reserves in its mineral properties, confirmation of the Company’s interests in the underlying properties and the attainment of profitable operations, or realize proceeds from their sale.

The ability of the Company to continue as a going concern and meet its commitments as they become due, including completion of the acquisition, exploration and development of its mineral property interests, is dependent on the Company’s ability to obtain the necessary financing. The Company will require additional capital to finance future operations and growth. If the Company is unable to obtain additional financing, the Company would be unable to continue. There can be no assurance that management’s plans will be successful.

The business of mineral exploration involves a high degree of risk and there is no assurance that current exploration projects will result in future profitable mining operations. The Company has no source of revenue, and has significant cash requirements to meet its administrative overhead, pay its liabilities and maintain its mineral interests. The recoverability of amounts shown for exploration and evaluation properties is dependent on several factors. These include the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the exploration and development of these exploration and evaluation properties, and establish future profitable production, or realize proceeds from the disposition of exploration and evaluation properties. The carrying value of the Company’s exploration and evaluation properties does not reflect current or future values.

These matters indicate the existence of material uncertainties that may cast significant doubt about the Company’s ability to continue as a going concern. These consolidated financial statements do not include any adjustments relating to the recoverability of assets and classification of assets and liabilities that might be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.



Notes to Consolidated Financial Statements
For the years ended December 31, 2018 and 2017
(Expressed in Canadian dollars)

2. BASIS OF PRESENTATION

a) Statement of compliance

The accompanying consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”), as issued by the International Accounting Standards Board (“IASB”). The accounting policies, methods of computation and presentation applied in these consolidated financial statements are consistent with those of the previous financial year.

b) Approval of consolidated financial statements

These consolidated financial statements of the Company for the years ended December 31, 2018 and 2017 were approved and authorized for issue by the Board of Directors on April 24, 2019.

These consolidated financial statements include the accounts of the Company and its 100% controlled entity, Carlin Gold US Inc. (a Nevada corporation).

Inter-company balances and transactions, including unrealized income and expenses arising from inter-company transactions, are eliminated on consolidation.

c) Adoption of new and revised standards and interpretations

IFRS 9 Financial Instruments

On January 1, 2018, the Company adopted IFRS 9 – Financial Instruments (“IFRS 9”), which replaced IAS 39 Financial Instruments: Recognition and Measurement (“IAS 39”). IFRS 9 provides a revised model for classification and measurement of financial assets, including a new expected credit loss (“ECL”) impairment model. The revised model classifies financial assets according to their contractual cash flow characteristics and the business models under which they are held.

As a result of the adoption of IFRS 9, the Company changed its accounting policy for financial instruments retrospectively. The change did not result in a change in carrying value of any of our financial instruments on the transition date and adoption of the ECL impairment model did not have an impact on the Company’s consolidated financial statements. IFRS 9 does not require restatement of comparative periods. Accordingly, the Company has reflected the retrospective impact of the adoption of IFRS 9 as an adjustment to the opening components of equity as at January 1, 2018.

2. BASIS OF PRESENTATION (Continued)

c) Adoption of new and revised standards and interpretations (Continued)

A comparison of how the Company accounts for financial instruments under IFRS 9 as compared to the previous policy in accordance with IAS 39 is as follows:

	IAS 39	IFRS 9
Financial Assets		
Cash	Fair value through profit or loss ("FVTPL")	FVTPL
Marketable securities	Fair value through other comprehensive income ("FVOCI")	FVTPL
Accounts receivable	Amortized cost	Amortized cost
Financial Liabilities		
Trade payable and accrued liabilities	Amortized cost	Amortized cost
Loan payable to related party	Amortized cost	Amortized cost
Other amounts due to related parties	Amortized cost	Amortized cost

For marketable securities, the Company made an irrevocable election to recognize changes in fair value through profit or loss rather than other comprehensive income. As a result of this change, the Company reclassified \$160,000 of fair value adjustment gain recognized in prior years on marketable securities held by the Company as at January 1, 2018 from accumulated other comprehensive income to deficit on January 1, 2018.

Other Amendments/Interpretations

On January 1, 2018 the Company also adopted amendments/interpretations to IFRIC 22 – *Foreign Currency Transactions and Advance Consideration* and IFRS 2 – *Share Based Payment Transactions*. The adoption did not have an impact on the Company's consolidated financial statements.

d) New accounting pronouncements

Effective for annual periods beginning on or after January 1, 2019:

IFRS 16, Leases

Under IFRS 16, the Company is required to review all its contracts to determine if they contain leases or lease-type arrangements. Virtually all leases are required to be accounted for as finance leases rather than operating leases, where the required lease payments are disclosed as a commitment in the notes to the financial statements. As a result, the Company will be required to recognize leased assets ("right-of-use" assets) and the related lease liability on the statement of financial position.

IFRS 16 is applicable to the Company's annual period beginning on January 1, 2019. Management has assessed that IFRS 16 will not currently have a significant impact but could have an impact in the future.

3. SIGNIFICANT ACCOUNTING POLICIES

a) Judgments and estimates

The preparation of these consolidated financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, revenues and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances and which form the basis of making judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised, if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Significant assumptions about the future and other sources of estimation uncertainty that management has made that could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Critical accounting estimates

Critical accounting estimates are estimates and assumptions made by management that may result in a material adjustment to the carrying amount of assets and liabilities within the next financial year and include, but are not limited to, the following:

Share-based payments

The fair value of share-based payments is subject to the limitations of the Black-Scholes option pricing model that incorporates market data and involves uncertainty in estimates used by management in the assumptions. Because the Black-Scholes option pricing model requires the input of highly subjective assumptions, including the volatility of share prices, changes in subjective input assumptions can materially affect the fair value estimate.

Critical accounting judgments

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements include, but are not limited to, the following:

Going concern

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

a) Judgments and estimates (Continued)

Recovery of deferred tax assets

The Company estimates the expected manner and timing of the realization or settlement of the carrying value of its assets and liabilities and applies the tax rates that are enacted or substantively enacted on the estimated dates of realization or settlement.

Functional currency

The Company applied judgment in determining its functional currency and the functional currency of its subsidiary. Functional currency was determined based on the currency in which funds are sourced and the degree of dependence by the subsidiary on the Company for financial support.

Exploration and evaluation properties

Management is required to make judgments on the status of each mineral property and the future plans with respect to finding commercial reserves. The nature of exploration and evaluation activity is such that only a few projects are ultimately successful and some assets are likely to become impaired in future periods.

Assets or cash-generating units are evaluated at each reporting date to determine whether there are any indicators of impairments. The Company considers both internal and external sources of information when making the assessment of whether there are indications of impairment for the Company's exploration and evaluation properties.

Management uses several criteria in its assessments of economic recoverability and probability of future economic benefit including geologic and metallurgic information, economic assessments/studies, accessible facilities and existing permits.

b) Foreign currency translation

The functional and reporting currency of the Company and its subsidiaries is the Canadian dollar. Transactions in currencies other than the functional currency are recorded at the rate of exchange prevailing on the dates of transactions. Monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing at each reporting date. Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are retranslated to the functional currency at the exchange rate at the date the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Foreign currency translation differences are recognized in profit or loss.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

c) Exploration and evaluation properties

Costs directly related to the exploration and evaluation of resource properties are capitalized once the legal rights to explore the resource properties are acquired or obtained. When the technical and commercial viability of a mineral resource have been demonstrated and a development decision has been made, the capitalized costs of the related property are transferred to mining assets and depreciated using the unit-of-production method on commencement of commercial production.

If it is determined that capitalized acquisition, exploration and evaluation costs are not recoverable, or the property is abandoned or management has determined an impairment in value, the cash generating unit is written down to its recoverable amount. Resource properties are reviewed for impairment at each reporting date.

From time to time, the Company acquires or disposes of properties pursuant to the terms of option agreements. Options are exercisable entirely at the discretion of the optionee, and accordingly, are recorded as mineral property costs or recoveries when the payments are made or received. After costs are recovered, the balance of the payments received are recorded as a gain on option or disposition of mineral property.

d) Impairment of non-current assets

The Company's tangible and intangible assets are reviewed for an indication of impairment at the end of each reporting period. If an indication of impairment exists, the Company makes an estimate of the asset's recoverable amount. Individual assets are grouped for impairment assessment purposes at the lowest level at which there are identifiable cash flows that are largely independent of the cash flows of other groups of assets. The recoverable amount of an asset group is the higher of its fair value less costs to sell and its value in use. Where the carrying amount of an asset group exceeds its recoverable amount, the asset group is considered impaired and is written down to its recoverable amount. Impairment losses are recognized in profit or loss to the extent the carrying amount exceeds the recoverable amount. In assessing value in use, the estimated future cash flows are adjusted for the risks specific to the asset group and are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss had been recognized.

e) Provision for closure and reclamation

The Company recognizes liabilities for legal or constructive obligations associated with the retirement of resource properties and equipment. The net present value of future rehabilitation costs is capitalized to the related asset along with a corresponding increase in the rehabilitation provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

e) Provision for closure and reclamation (Continued)

The Company's estimates of reclamation costs could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to the related assets with a corresponding entry to the rehabilitation provision. The increase in the provision due to the passage of time is recognized as interest expense.

f) Income taxes

The Company uses the statement of financial position method of accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Deferred income tax assets also result from unused loss carry-forwards, resource related pools and other deductions. A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be utilized.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

g) Share-based payments

The Company has a stock option plan that is described in Note 7b. Share-based payments to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of the goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The amount recognized as an expense is adjusted to reflect the number of awards expected to vest. The offset to the recorded cost is to option reserve. Consideration received on the exercise of stock options is recorded as share capital and the related option reserve is transferred to share capital. Charges for options that are forfeited before vesting are reversed from option reserve.

h) Loss per share

Basic loss per share is calculated by dividing the loss available to common shareholders by the weighted average number of common shares outstanding in the year. For all years presented, the loss available to common shareholders equals the reported loss. Diluted loss per share is calculated by the treasury stock method. Under the treasury stock method, the weighted average number of common shares outstanding for the calculation of diluted loss per share assumes that the proceeds to be received on the exercise of dilutive share options and warrants are used to repurchase common shares at the average market price during the period. In the Company's case, diluted loss per share is the same as basic loss per share, as the effects of including all outstanding options and warrants would be anti-dilutive.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

i) Financial instruments

Financial assets

The Company measures its financial assets in the following categories: amortized cost, or fair value through profit or loss. The measurement depends on the purpose for which the financial assets were acquired. Management determines the measurement of financial assets at recognition.

Financial assets at amortized cost

Loans and receivables are financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, these financial assets are recorded at amortized cost using the effective interest method, except for short-term receivables when the recognition of interest would be immaterial. Financial assets in this category include accounts receivable.

Financial assets at fair value through profit or loss ("FVTPL")

All financial assets not classified as measured at amortized cost are measured at FVTPL. Derivative financial instruments that are not designated and effective as hedging instruments are classified as FVTPL. The Company has no designated hedges. Financial instruments classified as FVTPL are stated at fair value with any changes in fair value recognized in earnings for the period. Marketable securities, derivative investments and cash and cash equivalents are included in this category of financial assets.

Impairment of financial assets

At each reporting date the Company assesses whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or group of financial assets is deemed to be impaired, if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset or the group of financial assets.

Financial liabilities

The Company classifies its financial liabilities in the following categories: other financial liabilities and financial liabilities at fair value through profit or loss.

Other financial liabilities

Other financial liabilities are non-derivatives and are recognized initially at fair value, net of transaction costs incurred, and are subsequently stated at amortized cost. Any difference between the amounts originally received, net of transaction costs, and the redemption value is recognized in profit or loss over the period to maturity using the effective interest method.

Other financial liabilities are classified as current or non-current based on their maturity date. Other financial liabilities include accounts payable and accrued liabilities.

Notes to Consolidated Financial Statements
For the years ended December 31, 2018 and 2017
(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

i) Financial instruments (Continued)

Financial liabilities at fair value through profit or loss

This category is comprised of derivative financial liabilities. Derivative financial liabilities are initially recognized at their fair value on the date the derivative contract is entered into and are subsequently re-measured at their fair value at each reporting period with changes in the fair value recognized in profit or loss.

The following table summarizes the fair value hierarchy under which the Company's financial instruments are valued.

- Level 1 - Unadjusted quoted prices 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 or indirectly; and
- Level 3 - Inputs for the asset or liability that are not based upon observable market data.

j) Share capital

The Company records proceeds from share issuances, net of issue costs. Common shares issued for consideration other than cash are valued based on their market value at the date the agreement to issue shares is concluded.

k) Valuation of equity units issued in private placements

Proceeds received on the issuance of units, consisting of common shares and warrants, are allocated first to common shares based on the market trading price of the common shares at the time the units are priced, and any excess is allocated to warrants.

4. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company has classified its cash and marketable securities as FVTPL; and trade payables and accrued liabilities, loan payable to related party and other amounts due to related parties, as other financial liabilities.

Fair value

The carrying values of trade payables and accrued liabilities, and amounts due to related parties all approximate their fair value due to the short-term nature of these financial instruments.

At December 31, 2018 and 2017, the marketable securities are valued using quoted prices (unadjusted) from an active market (Level 1).



Notes to Consolidated Financial Statements
 For the years ended December 31, 2018 and 2017
 (Expressed in Canadian dollars)

4. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (Continued)

The principal risks to which the Company's financial instruments are exposed are described below.

a) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company is exposed to credit risk on its cash. However, this risk is minimized as all amounts are held with major Canadian and American financial institutions. The Company's concentration of credit risk and maximum exposure thereto is as follows:

<i>As at December 31,</i>	2018	2017
Cash – Canada	\$ 39,286	\$ 11,896
Cash – USA	8,590	4,394
Total	\$ 48,876	\$ 16,290

b) Liquidity risk

Liquidity risk is the risk that the Company will be unable to meet its financial obligations as they become due. The Company ensures that there is sufficient capital in order to meet short-term business requirements, after taking into account the Company's holdings of cash. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities.

The Company is dependent on raising funds through the issuance of shares, obtaining debt financing and/or attracting joint venture partners in order to undertake further exploration and development of its mineral properties and finance office and administrative expenditures. There can be no assurance the Company will be able to raise funds in the future.

The Company owns marketable securities, which are recorded as FVTPL. The Company may, from time to time, liquidate a portion of its holdings depending on market conditions and the Company's cash requirements. Depending on timing, the Company's ability to liquidate these securities is subject to price fluctuations and market conditions, which may affect the Company's ability to liquidate the securities in a timely manner.

At December 31, 2018, the Company had trade payables totaling \$54,886 (2017 - \$51,956), which are currently due and loans payable to a related party and other amounts due to related parties totaling \$346,923 (2017 - \$84,969).

Notes to Consolidated Financial Statements
For the years ended December 31, 2018 and 2017
(Expressed in Canadian dollars)

4. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (Continued)

c) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk and other price risk.

(i) Interest rate risk

The Company is not exposed to significant interest rate risk. The Company's bank accounts earn interest at variable rates. Future cash flows from interest income on cash will be immaterially affected by interest rate fluctuations.

(ii) Foreign currency risk

As at December 31, 2018, certain of the Company's financial instruments are held in US dollars. The Company has operations in Nevada, USA. As a result, the Company is exposed to foreign currency risk from fluctuations between the Canadian and US dollar.

The Company does not use derivatives or similar techniques to manage currency risk.

As at December 31, 2018, the Company is exposed to foreign currency risk on US\$6,297 (2017 - US\$1,940) cash.

(ii) Other price risk

Other price risk is the risk that the future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from currency risk or interest rate risk. The Company's marketable securities are carried at market value and are, therefore, directly affected by fluctuations in the market value of the underlying securities. The Company's sensitivity analysis suggests that a 125% (2017 - 125%) change in market prices would change other comprehensive income/loss by approximately \$134,000 (2017 - \$200,000).

5. MARKETABLE SECURITIES

At December 31, 2018 and 2017, the Company owned the following marketable securities:

	December 31, 2018			December 31, 2017		
	Number of Shares	Cost	Fair Value	Number of Shares	Cost	Fair Value
Constantine Metal Resources Ltd.*	250,000	-	\$107,500	250,000	-	\$160,000
Total			\$107,500			\$160,000

* During the year ended December 31, 2018, the shares of Constantine Metal Resources were consolidated on a one-new-for-four-old basis, which resulted in a restating of the number of shares owned by the Company, from 1,000,000 to 250,000 shares.

Notes to Consolidated Financial Statements
For the years ended December 31, 2018 and 2017
(Expressed in Canadian dollars)

5. MARKETABLE SECURITIES (Continued)

In the year ended December 31, 2018, the Company recorded a loss of \$52,500 relating to the fair value change of its investment in Constantine Metal Resources Ltd. (“Constantine”).

Constantine is related to the Company through two common directors (Mr. K. Wayne Livingstone and Mr. Brian Irwin) and a common officer (Mr. Aris Morfopoulos). The Company’s investment in Constantine represents an ownership interest of 0.57% at December 31, 2018 (2017 - 0.85%).

In April 2018, the Company received 25,000 shares of Fireweed Zinc Ltd. (“FZW”) as partial payment of an option agreement on the Company’s Yukon Joint Venture property (Note 6(b)). The FZW shares were valued at \$37,750 when received and were sold during the year, for net proceeds to the Company of \$28,075. The Company recorded a loss of \$9,675 on the sale of the FZW shares during the year ended December 31, 2018.

6. EXPLORATION AND EVALUATION PROPERTIES

The following is a summary of the Company’s exploration and evaluation properties:

	Cortez Summit	JDS	Willow	Whisky Canyon	Yukon	Total
Balance, December 31, 2016	\$ 1,704,878	\$ 1	\$ 1	\$ 1	\$ 1	\$ 1,704,882
Acquisition costs	\$ 1,351	\$ -	\$ -	\$ -	\$ -	\$ 1,351
Geological and maintenance	8,975	19,674	22,509	50	-	51,208
Writedown of exploration and evaluation property	-	(19,674)	(22,509)	(50)	-	(42,233)
Balance, December 31, 2017	\$ 1,715,204	\$ 1	\$ 1	\$ 1	\$ 1	\$ 1,715,208
Acquisition costs	\$ 30,739	\$ 16,674	\$ 19,284	\$ -	\$ 4,800	\$ 71,497
Geological and maintenance	19,175	197	12,303	1,349	2,189	35,213
Writedown of exploration and evaluation property	-	(16,871)	(31,587)	(1,349)	(6,989)	(56,796)
Balance, December 31, 2018	\$ 1,765,118	\$ 1	\$ 1	\$ 1	\$ 1	\$ 1,765,122

a) Cortez Summit Property, Nevada USA

The Company owns a 100% interest in claims in the Cortez gold trend in Eureka County, Nevada, which were acquired by staking and are not subject to any royalties.

In February 2018, Barrick terminated the Exploration and Earn-in Agreement it had with the Company regarding the Cortez Summit property.

6. EXPLORATION AND EVALUATION PROPERTIES (Continued)

b) Recovery of Exploration Costs

Yukon Joint Venture Property

In April 2018, the Carlin-Constantine Metal Resources Ltd. (CEM-TSXV) Joint Venture (“CCJV”) completed an agreement granting Fireweed Zinc Ltd (FWZ-TSXV) (“Fireweed”) the option to purchase the CCJV’s Jerry, MC and MP properties (total 624 claims) in the Mac Pass area, Yukon. Total consideration for Fireweed to acquire a 100% interest in the properties includes an aggregate of \$500,000 in cash and issuance of 300,000 common shares of Fireweed Zinc, to be paid over three years. The agreement includes a net smelter return royalty (“NSR”) of 0.5 % on base metals and silver and a 2.0% NSR on all other metals. An additional payment of \$750,000 is payable upon Fireweed producing an indicated resource of 2.0 million tonnes on the optioned properties. In May 2018, the Company received its first payment from the Agreement, which consisted of \$37,500 cash and 25,000 shares of Fireweed valued at \$37,750. The Company recorded the proceeds as a recovery of exploration costs previously written off.

Nevada Claims

In the year ended December 31, 2018, the Company received \$7,774 in proceeds from the sale of two of its mineral claims in Nevada that have been previously written off.

c) Closure costs

The Company has assessed that it does not have any closure costs at this time.

d) Realization of assets

The investment in and expenditures on exploration and evaluation properties comprise a significant portion of the Company’s assets. Realization of the Company’s investment in these assets is dependent upon the establishment of legal ownership, the attainment of successful production from the properties or proceeds from their disposal.

Resource exploration and development are highly speculative and contain inherent risks. While the rewards if an ore body is discovered can be substantial, few properties that are explored are ultimately developed into producing mines. There can be no assurance that current exploration programs will result in the discovery of economically viable quantities of ore.

The amounts shown for acquisition costs and deferred exploration expenditures represent costs incurred to date and do not necessarily reflect present or future values. These costs will be depleted over the useful lives of the properties upon commencement of commercial production or written off if the properties are abandoned or the claims allowed to lapse.

e) Write-down of exploration and evaluation property costs

During the year ended December 31, 2018, the Company incurred write-down costs totaling \$56,796 (2017 - \$42,233) on exploration properties, in accordance with Level 3 of fair value hierarchy.

6. EXPLORATION AND EVALUATION PROPERTIES (Continued)

f) Environmental

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous material and other matters. The Company may also be held liable should environmental problems be discovered that were caused by former owners and operators of its properties and properties in which it has previously had an interest. The Company is not aware of any existing environmental problems related to any of its current or former properties that may result in material liability to the Company.

Environmental legislation is becoming increasingly stringent, and costs and expenses of regulatory compliance are increasing. The impact of new and future environmental legislation on the Company's operations may cause additional expenses and restrictions.

If the restrictions adversely affect the scope of exploration and development on the mineral property interests, the potential for production on the property may be diminished or negated.

g) Title to mineral property interests

Although the Company has taken steps to verify title to its exploration and evaluation properties, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements or transfers and title may be affected by undetected defects.

7. LOAN PAYABLE TO RELATED PARTY

In August 2018, the Company obtained a demand loan for \$65,940 (\$50,000 US) from Mr. K. Wayne Livingstone, president of the Company, for the purposes of paying mineral property taxes that were due on the Company's US mineral properties and general working capital. The loan amount is subject to 10% interest per annum, and \$2,493 has been accrued for interest expense as of December 31, 2018. The loan is unsecured and payable on demand. As at December 31, 2018, a total of \$68,433 is outstanding for principal and accrued interest on the loan.

8. SHARE CAPITAL

a) Authorized: unlimited number of common shares without par value.

Issued and outstanding: 88,939,464 (2017 – 88,939,464) common shares.

The Company did not grant any stock options during the year ended December 31, 2018.

Notes to Consolidated Financial Statements
For the years ended December 31, 2018 and 2017
(Expressed in Canadian dollars)

8. SHARE CAPITAL (Continued)

b) Stock options

The Company has established a share purchase option plan whereby the Board of Directors may, from time to time, grant options to directors, officers, employees or consultants. Options granted must be exercised no later than five years from the date of grant or such lesser period as determined by the Company's Board of Directors. The exercise price of an option is not less than the closing price of the stock on the last trading day preceding the grant date. The maximum number of options to be granted under this plan is 8,893,946.

On September 12, 2017, the Company granted 2,550,000 incentive stock options to directors, which are exercisable for the purchase of 2,550,000 shares of the Company at an exercise price of \$0.08 per share for a period of five years.

A summary of the status of the Company's stock options at December 31, 2018 and 2017 and changes during the years then ended are as follows:

	December 31, 2018		December 31, 2017	
	Number of Options	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
Outstanding, beginning of year	8,050,000	\$0.06	7,300,000	\$0.07
Granted	-	-	2,550,000	\$0.08
Expired	-	-	(1,800,000)	\$0.125
Outstanding, end of year	8,050,000	\$0.06	8,050,000	\$0.06

A summary of the Company's stock options as at December 31, 2018 is as follows:

Expiry Date	Weighted Average Exercise Price	Number of Options Outstanding	Weighted Average Remaining Contractual Life (in years)	Number of Options Exercisable (vested)
February 26, 2021	\$0.05	5,500,000	2.16	5,500,000
September 12, 2022	\$0.08	2,550,000	3.70	2,550,000
		8,050,000		8,050,000

Notes to Consolidated Financial Statements
For the years ended December 31, 2018 and 2017
(Expressed in Canadian dollars)

8. SHARE CAPITAL (Continued)

b) Stock options (Continued)

A summary of the Company's stock options as at December 31, 2017 is as follows:

Expiry Date	Weighted Average Exercise Price	Number of Options Outstanding	Weighted Average Remaining Contractual Life (in years)	Number of Options Exercisable (vested)
February 26, 2021	\$0.05	5,500,000	3.16	5,500,000
September 12, 2022	\$0.08	2,550,000	4.70	2,550,000
		8,050,000		8,050,000

During the year ended December 31, 2018, the Company recognized share-based payments expense of \$Nil (2017 - \$161,994) for options granted.

For the 2,550,000 stock options granted in September 2017, the fair value of each option granted to employees was estimated as at the date of the grant using the Black-Scholes option pricing model with the following weighted average assumptions and resulting fair value:

	2017
Risk-free interest rate	1.73%
Expected life of options	5 years
Annualized volatility	151%
Dividend rate	0.00%
Grant date fair value	\$ 0.07

c) Warrants

A summary of the Company's warrants at December 31, 2018 and 2017 is as follows:

	December 31, 2018		December 31, 2017	
	Number of warrants	Weighted-average exercise price	Number of warrants	Weighted-average exercise price
Outstanding, beginning of year	5,000,000	\$0.10	26,404,467	\$0.16
Expired	(5,000,000)	\$0.10	(21,404,467)	\$0.16
Outstanding, end of year	-		5,000,000	

Notes to Consolidated Financial Statements
For the years ended December 31, 2018 and 2017
(Expressed in Canadian dollars)

9. INCOME TAXES

Income tax expense differs from the amount that would be computed by applying the Canadian statutory income tax rate of 27% (2017 - 26%) to income before income taxes. The reason for the differences is as follows:

	2018	2017
Loss before tax	\$ (245,724)	\$ (441,614)
Statutory income tax rate	27.0%	26.0%
Expected income tax	(66,345)	(114,820)
Items non-deductible for income tax purposes	-	36,918
Differences between Canadian and foreign tax rates	-	(12,220)
Change in timing differences	20,478	2,814
Effect of change in tax rates	210,042	(55,860)
Expired losses	-	-
Write-off of exploration properties	(13,402)	(10,456)
Under (over) provided in prior years	-	-
Impact of foreign exchange on tax assets and liabilities	(91,066)	116,937
Unused tax losses and tax offsets not recognized in tax	(59,707)	36,687
Total income taxes	\$ -	\$ -

The tax effected items that give rise to significant portions of the deferred income tax assets and deferred income tax liabilities at December 31, 2018 and 2017 are presented below:

	2018	2017
Marketable securities	\$ (10,245)	\$ (20,250)
Non-capital loss carry-forwards utilized	10,245	20,250
Net deferred income tax liability	\$ -	\$ -

The Company recognizes tax benefits or losses or other deductible amounts generated in countries where the probable criteria for the recognition of deferred tax assets have been met. The Company's unrecognized deductible temporary differences and unused tax losses for which no deferred tax asset is recognized consist of the following amounts:

	2018	2017
Future income tax assets		
Non-capital loss carry-forwards	\$ 4,357,175	\$ 3,979,702
Share issue costs	7,739	11,607
Marketable securities	10,807	11,843
Mineral property interests	4,382,621	4,104,812
Unrecognized deductible temporary differences	\$ 8,758,342	\$ 8,107,964

Notes to Consolidated Financial Statements
For the years ended December 31, 2018 and 2017
(Expressed in Canadian dollars)

9. INCOME TAXES (Continued)

The Company's unrecognized unused tax losses for December 31, 2018 have the following expiry dates:

Year expiring:	Canada	USA	Total
2025	\$ -	\$ 54,509	\$ 54,509
2026	201,647	137,866	339,513
2027	205,478	951,772	1,157,250
2028	169,653	450,852	640,505
2029	161,397	-	161,397
2030	175,460	7,608	183,068
2031	192,448	37,927	230,375
2032	332,281	39,394	371,675
2033	156,255	31,870	188,125
2034	216,630	44,369	260,999
2035	149,346	56,599	205,945
2036	209,633	-	209,633
2037	201,992	-	201,992
2038	182,174	18,760	200,934
Total	\$ 2,554,394	\$ 1,851,526	\$ 4,405,920

10. RELATED PARTY TRANSACTIONS

Key management personnel compensation consists of the Chief Executive Officer, Chief Financial Officer ("CFO") and the Vice-President of Exploration. Aggregate compensation for the year ended December 31, 2018 was \$166,203 (2017 - \$267,512) for management and other fees, as described below.

The Company paid or accrued a total of \$60,000 (2017 - \$60,000) for management and administration services to NS Star Enterprises Ltd., a company controlled by the president, during the year ended December 31, 2018. The Company paid or accrued a total of \$60,000 for accounting, management and administration services to Morfopoulos Consulting Associates Ltd., a company controlled by the CFO, during the year ended December 31, 2018 (2017 - \$60,000). The Company paid or accrued a total of \$6,000 (2017 - \$6,000) for rental fees to Constantine, a company with common directors and a common officer. The Company paid or accrued a total of \$46,203 (2017 - \$58,574) of which \$29,226 (2017 - \$20,946) was capitalized to exploration and evaluation properties from Mr. Robert Thomas, Vice-President of Exploration, for technical consulting and management and administration services during the year ended December 31, 2018.

As at December 31, 2018, a total of \$89,894 (2017 - \$30,244) is due to director Mr. Thomas for fees, technical consulting services and expenses incurred on behalf of the Company. As at December 31, 2018, a total of \$85,000 (2017 - \$25,000) is due to NS Star Enterprises Ltd. for management and administration services. As at December 31, 2018, a total of \$85,000 (2017 - \$25,000) is due to Morfopoulos Consulting Associates Ltd. for accounting, management and administration services. As at December 31, 2018, a total of \$18,014 (2017 - \$4,725) is due to Constantine for rent and Yukon joint venture expenses. All of the above amounts are unsecured, without interest or stated terms of repayment.



Notes to Consolidated Financial Statements
 For the years ended December 31, 2018 and 2017
 (Expressed in Canadian dollars)

10. RELATED PARTY TRANSACTIONS (Continued)

The Company has an unsecured loan from Mr. K. Wayne Livingstone, president and director of the Company, that is payable on demand (Note 7) at an interest rate of 10% per annum. As at December 31, 2018, a total of \$68,433 is owing for outstanding principal and accrued interest on the loan.

In September 2017, the Company granted 1,400,000 stock options to the above key management, with an aggregate fair value of \$88,938.

11. MANAGEMENT OF CAPITAL

The Company manages its common shares, stock options and warrants as capital (Note 7). There has been no change in the nature of the Company's capital during the year ended December 31, 2018. 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, which optimizes the costs of capital at an acceptable risk. The Company does not have any externally imposed capital restrictions.

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, issue debt, or acquire or dispose of assets.

In order to facilitate the management of its capital requirements, the Company prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions.

12. SEGMENTED INFORMATION

The Company has one operating segment: mineral exploration and development. The Company's non-current assets by geographical location are as follows as at the dates shown below:

<i>As at December 31,</i>	2018		2017	
Canada	\$	1	\$	1
United States		1,803,556		1,750,750
Total	\$	1,803,557	\$	1,750,751



MANAGEMENT'S DISCUSSION AND ANALYSIS
For the year ended December 31, 2018

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Management's Discussion & Analysis
For the year ended December 31, 2018
(Expressed in Canadian Dollars)

Description of Business and Report Date

The information in this Management's Discussion and Analysis ("MD&A") is intended to assist the reader in the understanding and assessment of the trends and significant changes in the results of operations and financial conditions of Carlin Gold Corporation (the "Company" or "Carlin"). This MD&A should be read in conjunction with the audited consolidated financial statements of the Company, including the notes thereto, for the years ended December 31, 2018 and 2017, and other information relating to the Company on file with the Canadian provincial securities regulatory authorities on SEDAR at www.sedar.com. The Company's annual audited consolidated financial statements for the years ended December 31, 2018 and 2017 have been prepared in accordance with International Financial Reporting Standards ("IFRS"). This MD&A has taken into account information available up to and including April 24, 2019.

Carlin is an exploration stage company engaged in the identification, evaluation, acquisition and exploration primarily of gold properties in Nevada, USA and Yukon, Canada. The Company is a reporting issuer in British Columbia and Alberta, and trades on the TSX Venture Exchange under the symbol CGD.

This MD&A contains forward-looking statements. Please refer to the cautionary language at the end of this document.

Company Overview

Cortez Summit Property

The Company entered into an Exploration and Earn-In agreement with Barrick Gold Exploration Inc. ("Barrick") on the Cortez Summit property (the "Property") in November 2016. In July 2017, Barrick completed an initial core hole, SJV17-1D (vertical) to a depth of 5,171 ft. (1576 m). SJV17-1D was collared in the southwest portion of the Property in the vicinity of Carlin's previous shallow reverse circulation holes drilled in 2012 into upper plate lithologies, adjacent to an area referred to by Carlin geologists as the Fourmile structural corridor, a wide north-northwest trending zone defined by geological, geochemical and geophysical data.

On February 15, 2018, Barrick terminated the Exploration and Earn-In agreement, after completing one hole. SJV17-1D encountered a 592 ft. (180 m) interval of highly anomalous arsenic at 328-920 ft. (100-280 m) averaging 480 ppm, with strongly anomalous Carlin-style pathfinder elements including mercury (to 17 ppm), antimony (to 173 ppm) and thallium (to 6.3 ppm). Gold values include a 10 ft. (3 m) wide zone at 694-704 ft. (211-214 m) grading 2.6 grams/tonne (gpt). This thick anomalous interval is contained in upper plate rocks consisting of variably clay-altered, iron-oxide stained, brecciated hornfels and lesser mudstone/siltstone, with the most intense clay alteration and iron-oxide development at 652-798 ft. (199-243m.). Modest zones of anomalous arsenic and thallium occur further down the hole, including a 415 ft. (127 m) interval of anomalous thallium straddling the base of the Roberts Mountain Thrust. Local zones of brecciation, carbon development, and minor decalcification were also observed. No significant gold mineralization was encountered in the lower plate carbonate section.

Although the lack of gold mineralization in the lower plate portion of hole SJV17-1D was disappointing, the Company is encouraged by the presence of intense alteration, thick intervals of anomalous Carlin-type pathfinder elements and elevated gold values in upper plate rocks along the Fourmile structural corridor. Carlin's 2012 drilling encountered similar alteration and anomalous geochemistry, although to a lesser degree. Carlin geologists believe that this "shallow" zone penetrated in SJV17-1D potentially represents a mineralized structural conduit which could be used as a guide to target deeper gold mineralization in the receptive Devonian-age lower plate carbonate rocks.

Management's Discussion & Analysis
For the year ended December 31, 2018
(Expressed in Canadian Dollars)

Cortez Summit represents an excellent mining exploration opportunity located within one of the most well-endowed gold regions in North America. The property has only been partially explored, as drilling to date has tested only a small portion of the ground in the southwest corner of the 4 square mile claim block. Several additional quality targets require evaluation.

SJV17-1D is the only drillhole to have fully penetrated the favorable lower plate section that hosts Barrick's nearby Goldrush reserve/resource and "Fourmile"* discovery (see below). Hornfels alteration in upper plate rocks has been encountered in most of the Carlin/Barrick drill holes drilled on the Property, which is likely produced by the thermal effects of the nearby Jurassic age Mill Canyon quartz monzonite stock. The thermal contact zone around this stock is an important geological control of Barrick's high grade mineralization at their "Fourmile" discovery. This geological environment appears to extend east onto Cortez Summit and into the influence of the Company's northwest trending Fourmile structural corridor target. The Company is evaluating future exploration plans at Cortez Summit.

**Note: Quotation marks used around "Fourmile" are to distinguish the area of Barrick's high grade gold intersections on Barrick's property adjacent to Cortez Summit from the Fourmile structural corridor interpreted by Carlin geologists on the southwest portion of the Cortez Summit Property.*

A Focus on Nevada Properties

In addition to Cortez Summit, the Company controls two other Carlin-style targets in Nevada by direct ownership of unpatented mining claims. JDS (77 claims) lies 12 miles southeast of Cortez Summit and 3 miles east of NuLegacy Gold Corporation's Iceberg gold discovery. The Company's first phase of drilling encountered favorable Carlin-type gold host rock stratigraphy at moderate overburden depths (700-1,000 ft/215-330 m). Willow (89 claims) is located in an active exploration and mining area in northeast Nevada, highlighted by Newmont Mining Corporation's ("Newmont") Long Canyon mine located 80 kilometers southwest.

Option Agreement Signed on Company's Yukon Property

On April 23, 2018, the Carlin - Constantine Metal Resources Ltd. (CEM-TSXV) Joint Venture ("CCJV") executed an agreement granting Fireweed Zinc Ltd. (FWZ-TSXV) ("Fireweed") the option to purchase the CCJV's Jerry, MC and MP properties (total 624 claims) in the Mac Pass area, Yukon. Total consideration for Fireweed to acquire a 100% interest in the properties includes an aggregate of \$500,000 in cash and issuance of 300,000 common shares of Fireweed, to be paid over three years. The agreement includes a net smelter return royalty ("NSR") of 0.5 % on base metals and silver and a 2.0% NSR on all other metals. An additional payment of \$750,000 is payable upon Fireweed producing an indicated resource of 2.0 million tonnes on the optioned properties. The claims were staked in 2011 under the CCJV, and all option payments and royalties will be split 50% payable to Carlin and 50% payable to Constantine. In May 2018 the Company received its portion of the first payment from Fireweed, consisting of \$37,500 cash and 25,000 shares of Fireweed. Fireweed's Macmillan Pass Project contains a significant zinc-lead-silver endowment, and Fireweed currently reports an indicated and inferred resource containing 50.67 million tonnes grading 6.01% zinc, 2.99% lead, and 34.43 g/t silver (February 2018 NI43-101 report posted on sedar.com). This resource is contained within an area that Fireweed refers to as the "fertile corridor", a zone that their maps show extending onto the CCJV's Jerry claims (project maps on www.fireweedzinc.com).

Cortez Summit Exploration Project, Nevada U.S.A.

The Company's 100% owned Cortez Summit Property is centrally located on the Cortez Trend, within what has become one of the most active gold exploration areas in Nevada. The Cortez Trend contains a major gold endowment that exceeds 45 million oz. total gold produced, reserves and resources (Nevada Bureau of Mines and Geology annual mineral reports, Barrick annual reports). Barrick's Cortez Hills operation (11 million oz gold pre-production reserve/resource) lies 4.0 miles (6.4 km) west of the Property. Plans are underway to expand underground mining at Cortez Hills into the Deep South area, which is below the currently permitted mining activity (Barrick news release Feb. 15, 2017). Barrick submitted a draft Environmental Impact Statement in October 2018 and a Record of Decision is expected H2 2019 (Barrick Q3 2018 webcast).

The Cortez Summit property consists of 142 unpatented claims located in the southern Cortez Mountains in Eureka County, Nevada, between the historic Buckhorn and Horse Canyon mines. Cortez Summit is located within 1 kilometer of Barrick's Goldrush reserve/resource and "Fourmile" discovery. Barrick reports that, as of year-end 2018, the probable reserve at Goldrush stood at 1.99 million oz grading 9.7 gpt, and the measured and indicated resource was 9.35 million oz grading 9.4 gpt with an inferred resource of 3.55 million oz grading 9.3 gpt, for a total measured/indicated/inferred resource of 12.9 oz (Barrick 2018 annual report). This resource figure includes an initial inferred resource at Fourmile of 0.7 million oz grading 18.58 gpt. Barrick has advanced Goldrush through the prefeasibility stage, and envisions annual underground production of 450,000 oz at average AISC of US\$665/oz. Barrick contemplates a mine life of 21 years with production beginning as early as 2021. Development for the twin exploration declines to access the ore body commenced in 2017 and decline construction is accelerating (Barrick Q3 2018 webcast). On March 11, 2019 Barrick and Newmont Mining Corporation announced a joint venture agreement "combining their respective mining operations, assets, reserves, and talent in Nevada." Barrick is to be operator and own 61.5% of the joint venture. Goldrush is among the included assets, and at this time Fourmile is excluded, although "may be included at a later date if the required investment hurdles are satisfied." (news release on Barrick web site www.barrick.com)

The Property is contiguous with Barrick claims on all sides and on the west boundary adjoins the Goldrush development project and the "Fourmile" discovery described by Barrick in its February 22, 2016 News Release. Barrick has completed additional drill holes on Fourmile, which has further delineated and expanded the mineralized area. Barrick has also recently announced a new trend – the north-northwest Blasdel trend, which they show as being parallel to their "Fourmile" mineralized zone and the Fourmile structural corridor at Cortez Summit (Barrick Q3 2018 webcast).

Carlin's primary target at Cortez Summit is Carlin-style mineralization in a structural and stratigraphic setting similar to that at the neighboring Goldrush reserve/resource. Much of this target is blind, being covered by Miocene-age post-mineral basaltic andesite and interlayered gravels. The Fourmile structural zone trends north-northwest for 4,500 ft. (1,370 m) within the southwestern part of the property, and extends an additional 4 miles (6.5 km) on Barrick property to the north. Barrick geologists have mapped a pattern of surface alteration and have defined geochemical anomalies spatially associated with this structural zone (Barrick 2017 Q4 webcast). At Cortez Summit, Carlin geologists encounter a similar alteration and geochemistry pattern in limited upper plate rock exposures along the Fourmile structural zone on the west edge of the Property. The east extent of this pattern is unknown, as it is concealed along the entire west side of the Property by post-mineral Miocene gravels and basalts.

The Company has evaluated existing ground and airborne geophysical survey data which has been helpful in better defining the Fourmile structural corridor and also in identifying several other structures on the Property. The geophysical information suggests the continuation of the Fourmile structural corridor at depth below the

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post-mineral cover. The Fourmile zone represents a high-quality target for classic Carlin-style mineralization where it intersects the favorable lower plate carbonate stratigraphy. The available geological and geophysical information suggests that several additional prospective northwest-trending structural zones are located parallel and east of the Fourmile structural corridor. Carlin geologists are encouraged by the additional exploration opportunities represented by these additional geological targets.

Prior Drilling

In August/September 2012 the Company completed an initial drill program on the southwest portion of the Property. The program consisted of seven vertical reverse circulation drill holes totaling 11,720 ft. (3573 m) ranging in depth between 1,500 and 1,800 ft. (450-550 m). Drilling confirmed Carlin-type geology, alteration and geochemistry in upper plate rocks within the limited area tested, but did not test lower plate stratigraphy. This drilling did encounter the contact metamorphic effects of the Mill Canyon stock, an important feature with respect to potential for a high grade target similar to Barrick's "Fourmile" success (see below).

In 2013, in order to explore for the deeper part of the stratigraphy which hosts mineralization at the Goldrush deposit, Carlin re-entered reverse circulation drill hole CS-12-2 with a core drill rig. This hole, CS12-2C, deepened from 1,760 ft. (536 m) to 4,032 ft. (1,229 m), encountered 373 ft. (114 m) of lower plate carbonate rocks below the Roberts Mountain Thrust. Carlin-type alteration features were encountered, including decalcification, clay alteration and calcite veining.

Core hole CS12-2C intersected the upper portion of the stratigraphic section which contains gold-bearing horizons at the nearby major Cortez area deposits, confirming the excellent exploration potential at Cortez Summit. Potential is augmented by high grade drill holes at Barrick's "Fourmile" discovery, north of their Goldrush resource and located adjacent to the Cortez Summit Property. Barrick states that these holes have encountered mineralization "well above the average grade of the indicated and inferred resources at Goldrush" (Barrick Feb. 22, 2016 news release). Recent results confirm this; for example 16.6m grading 71.6 gpt and 16.8m grading 57.9 gpt (Barrick July 26 2018 webcast). Mineralization at Fourmile is described by Barrick as being a different style than at Goldrush; it is contained in similar lower plate units, but within the contact metamorphic zone adjacent to the Mill Canyon stock. Barrick points out similarities in mineralization style to the Deep Star and Deep Post mines on the Carlin Trend, two high grade underground operations. The six westernmost reverse circulation holes drilled by Carlin at Cortez Summit have encountered contact metamorphic alteration interpreted to be related to the Mill Canyon stock. Barrick's initial "Fourmile" success means that, in addition to the classic, Carlin-type replacement style mineralization style displayed at Goldrush, Cortez Summit also has excellent potential for higher grade mineralization in rocks within and adjacent to the metamorphic aureole of the Mill Canyon stock.

2017 Drilling

Barrick completed a 5,171 ft. (1,576 m) vertical core hole, SJV17-1D, in May-July 2017, located along what is interpreted by Carlin geologists to be the east side of the Fourmile structural corridor. SJV17-1D is located in the vicinity of Carlin's shallow holes drilled in 2012. SJV17-1D encountered a wide 567 ft. (173 m) zone at 333-900 ft. (102-274 m) in upper plate rocks consisting of variably clay-altered, iron oxide-stained, brecciated hornfels and lesser mudstone/siltstone, with the most intense clay alteration and iron oxide development at 652-798 ft. (199-243 m). Associated with this alteration is a very thick interval, 592 ft. (180 m), of highly anomalous arsenic at 328-920 ft. (100-280 m) averaging 480 ppm, with accompanying additional strongly anomalous Carlin-style pathfinder elements including mercury (to 17 ppm), antimony (to 173 ppm) and thallium (to 6.3 ppm). Gold values in this alteration zone include a 10 ft. (3 m) zone at 694-704 ft. (211-214 m) grading

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2.6 gpt. The favorable lower plate carbonate section was encountered at a depth of 4,234 ft. (1,290 m) and continued to the bottom of the hole, although no significant gold values were detected.

While disappointed that the lower plate rocks encountered in SJV17-1D were not mineralized, the Company is encouraged by the strong alteration and pathfinder elements along with significant gold values encountered in upper plate rocks adjacent to the Fourmile structural corridor. The geometry of this "shallow" anomalous zone has not been defined. It potentially represents the upper level of a mineralized structural zone which could be used to guide exploration for deeper gold mineralization in lower plate carbonate rocks.

Results of Operations

In the year ended December 31, 2018, the Company incurred expenditures of \$106,710 (2017 - \$52,559) on exploration properties. The Company wrote off \$59,796 of those expenditures, which were incurred for costs incurred on properties that have previously been written off for accounting purposes but are still owned by the Company.

The Company's consolidated net loss for the year ended December 31, 2018 was \$245,724 (2017 - \$441,614).

On January 1, 2018, the Company adopted IFRS 9 – Financial Instruments ("IFRS 9"), which replaced IAS 39 Financial Instruments: Recognition and Measurement ("IAS 39"). As a result of the adoption of IFRS 9, the Company recorded a \$52,500 expense in regard to the fair value change of its marketable securities for the year ended December 31, 2018.

In May 2018, the Company recorded a recovery of exploration costs of \$75,250, from funds and shares received pursuant to the option of some of its Yukon properties to Fireweed. The Company's \$206,846 in operating costs for the year ended December 31, 2018 were consistent with the previous year (2017 - \$239,293, excluding share-based payments). The Company does not foresee a material increase to such costs for the next year.

Selected Annual Information

	2018	2017	2016
Operating loss before other items	\$ (206,845)	\$ (401,287)	\$ (288,785)
Net loss for the year	(245,724)	(441,614)	(328,121)
Basic and diluted loss per share	(0.00)	(0.00)	(0.00)
Total assets	1,961,560	1,942,400	2,141,292

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Summary of Quarterly Results

The following is a summary of certain consolidated financial information concerning the Company for each of the last eight quarters:

<i>Fiscal Quarter ended</i>	December 31 2018	September 30 2018	June 30 2018	March 31 2018
Net income (loss)	\$ (126,426)	\$ (90,851)	\$ 24,783	\$ (53,230)
Net income (loss) per share	(0.00)	(0.00)	0.00	(0.00)
Total Assets	1,961,560	1,911,787	1,966,739	1,972,579

<i>Fiscal Quarter ended</i>	December 31 2017	September 30 2017	June 30 2017	March 31 2017
Net income (loss)	\$ (69,118)	\$ (204,332)	\$ (56,496)	\$ (71,341)
Net income (loss) per share	(0.00)	(0.00)	(0.00)	(0.00)
Total Assets	1,942,400	2,100,433	2,002,664	2,021,612

In the three months ended December 31, 2018, the Company incurred expenditures of \$20,674 (2017 - \$35,857) on exploration properties and wrote-off \$18,044 of those expenditures, which were incurred on exploration properties that had previously been written off for accounting purposes.

The Company recorded a net loss of \$126,426 for the three months ended December 31, 2018 (2017 - \$69,118 loss), which included a \$52,500 expense in regard to the fair value change of marketable securities, as a result of the Company's adoption of IFRS 9 in 2018. For the three months ended December 31, 2018, the Company's operating expenses, were \$50,557 (2017 - \$106,968).

Financial Condition, Liquidity and Capital Resources

The Company's cash position at December 31, 2018, was \$47,876 (2017 - \$16,290). At December 31, 2018, the Company had a working capital deficiency of \$243,806 (December 31, 2017 - working capital of \$54,724).

In May 2018, the Company received \$37,500 from the initial proceeds of an option agreement with Fireweed and 25,000 shares of Fireweed (see Company Overview above).

At December 31, 2018, current assets excluding cash consisted of accounts receivable, prepaid expenses, and marketable securities which totaled \$110,127 (December 31, 2017 - \$175,359). At December 31, 2018, the Company had \$107,500 (December 31, 2017 - \$160,000) in marketable securities, which represented a significant component of the Company's working capital. The value of this investment is subject to market fluctuations and is therefore highly variable. In October 2018, the Company sold its investment in Fireweed Zinc. Ltd., for net proceeds of \$28,075.

At December 31, 2018, the Company had \$401,809 (December 31, 2017 - \$136,925) in current liabilities, of which \$346,923 (December 31, 2017 - \$84,969) was due to related parties.

The Company is not in commercial production on any of its exploration and evaluation properties and accordingly, it does not generate cash from operations. The Company is dependent on raising funds through the issuance of shares, obtaining debt financing and/or attracting joint venture partners in order to undertake

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further exploration and development of its exploration and evaluation properties. There can, however, be no assurance the Company will be able to raise funds in the near future, in which case management may delay future exploration activities until funds become available.

Loan Payable to Related Party

In August 2018, the Company obtained a demand loan for \$65,940 (\$50,000 US) from Mr. K. Wayne Livingstone, president of the Company, for the purposes of paying mineral property taxes that were due on the Company's US mineral properties and general working capital. Based on a promissory note and loan agreement, the loan amount is subject to 10% p.a. interest, and \$2,493 has been accrued for interest expense as of December 31, 2018. The loan is unsecured and payable on demand. As at December 31, 2018, a total of \$68,433 is outstanding for principal and interest on the loan.

Off-Balance Sheet Arrangements

The Company has not entered into any off-balance sheet financing arrangements.

Proposed Transactions

There are no proposed transactions as of the date of this MD&A.

Transactions with Related Parties

Key management personnel compensation consists of the Chief Executive Officer, Chief Financial Officer ("CFO") and the Vice-President of Exploration. Aggregate compensation for the year ended December 31, 2018 was \$166,203 (2017 - \$267,512) for management and other fees, as described below.

The Company paid or accrued a total of \$60,000 (2017 - \$60,000) for management and administration services to NS Star Enterprises Ltd., a company controlled by the president, during the year ended December 31, 2018. The Company paid or accrued a total of \$60,000 for accounting, management and administration services to Morfopoulos Consulting Associates Ltd., a company controlled by the CFO, during the year ended December 31, 2018 (2017 - \$60,000). The Company paid or accrued a total of \$6,000 (2017 - \$6,000) for rental fees to Constantine, a company with common directors and a common officer. The Company paid or accrued a total of \$46,203 (2017 - \$58,574) of which \$29,226 (2017 - \$20,946) was capitalized to exploration and evaluation properties from Mr. Robert Thomas, Vice-President of Exploration, for technical consulting and management and administration services during the year ended December 31, 2018.

As at December 31, 2018, a total of \$89,894 (2017 - \$30,244) is due to director Mr. Thomas for fees, technical consulting services and expenses incurred on behalf of the Company. As at December 31, 2018, a total of \$85,000 (2017 - \$25,000) is due to NS Star Enterprises Ltd. for management and administration services. As at December 31, 2018, a total of \$85,000 (2017 - \$25,000) is due to Morfopoulos Consulting Associates Ltd. for accounting, management and administration services. As at December 31, 2018, a total of \$18,014 (2017 - \$4,725) is due to Constantine for rent and Yukon joint venture expenses. All of the above amounts are unsecured, without interest or stated terms of repayment.

The Company has an unsecured loan from Mr. K. Wayne Livingstone, president and director of the Company, that is payable on demand at an interest rate of 10% per annum. As at December 31, 2018, a total of \$68,433 is owing for outstanding principal and accrued interest on the loan.

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Outstanding Share Data

Carlin's authorized capital is an unlimited number of common shares without par value.

As at December 31, 2018 and as of the date of this report, the Company has 88,939,464 common shares outstanding.

The Company's outstanding stock options as at December 31, 2018 and as of the date of this report are as follows:

	Number	Exercise Price Weighted Average	Expiry Date
Issued in 2016	5,500,000	\$0.05	February 26, 2021
Issued in 2017	2,550,000	\$0.08	September 12, 2022
	8,050,000	\$0.06	

Management of Capital

The Company manages its cash, common shares and stock options as 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 which optimizes the costs of capital at an acceptable risk. The Company does not have any externally imposed capital requirements to which it is subject.

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, issue debt, acquire or dispose of assets or adjust the amount of cash and cash equivalents.

In order to facilitate the management of its capital requirements, the Company prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions.

In order to maximize ongoing exploration efforts, the Company does not pay out dividends. The Company's investment policy is to keep its cash treasury on deposit in an interest bearing Canadian chartered bank account.

Use of Judgments and Estimates

The preparation of consolidated financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, revenues and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances and which form the basis of making judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised,

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if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Significant assumptions about the future and other sources of estimation uncertainty that management has made that could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Critical accounting estimates

Critical accounting estimates are estimates and assumptions made by management that may result in a material adjustment to the carrying amount of assets and liabilities within the next financial year and include, but are not limited to, the following:

Share-based payments

The fair value of share-based payments is subject to the limitations of the Black-Scholes option pricing model that incorporates market data and involves uncertainty in estimates used by management in the assumptions. Because the Black-Scholes option pricing model requires the input of highly subjective assumptions, including the volatility of share prices, changes in subjective input assumptions can materially affect the fair value estimate.

Critical Accounting Judgments

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements include, but are not limited to, the following:

Going concern

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

The ability of the Company to continue as a going concern and meet its commitments as they become due, including completion of the acquisition, exploration and development of its mineral property interests, is dependent on the Company's ability to obtain the necessary financing. The Company will require additional capital to finance future operations and growth. If the Company is unable to obtain additional financing, the Company would be unable to continue. There can be no assurance that management's plans will be successful.

The business of mineral exploration involves a high degree of risk and there is no assurance that current exploration projects will result in future profitable mining operations. The Company has no source of revenue, and has significant cash requirements to meet its administrative overhead, pay its liabilities and maintain its mineral interests. The recoverability of amounts shown for exploration and evaluation properties is dependent on several factors. These include the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the exploration and development of these exploration and evaluation properties, and establish future profitable production, or realize proceeds from the disposition of exploration and evaluation properties. The carrying value of the Company's exploration and evaluation properties does not reflect current or future values.

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These matters indicate the existence of material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern. These condensed consolidated interim financial statements do not include any adjustments relating to the recoverability of assets and classification of assets and liabilities that might be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

Recovery of deferred tax assets

The Company estimates the expected manner and timing of the realization or settlement of the carrying value of its assets and liabilities and applies the tax rates that are enacted or substantively enacted on the estimated dates of realization or settlement.

Functional currency

The Company applied judgment in determining its functional currency and the functional currency of its subsidiary. Functional currency was determined based on the currency in which funds are sourced and the degree of dependence by the subsidiary on the Company for financial support.

Exploration and evaluation properties

Management is required to make judgments on the status of each mineral property and the future plans with respect to finding commercial reserves. The nature of exploration and evaluation activity is such that only a few projects are ultimately successful and some assets are likely to become impaired in future periods.

Assets or cash-generating units are evaluated at each reporting date to determine whether there are any indicators of impairments. The Company considers both internal and external sources of information when making the assessment of whether there are indications of impairment for the Company's exploration and evaluation properties.

Management uses several criteria in its assessments of economic recoverability and probability of future economic benefit including geologic and metallurgic information, economic assessments/studies, accessible facilities and existing permits.

Financial Instruments

Financial Assets

The Company measures its financial assets in the following categories: amortized cost, or fair value through profit or loss. The measurement depends on the purpose for which the financial assets were acquired. Management determines the measurement of financial assets at recognition.

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Financial assets at amortized cost

Loans and receivables are financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, these financial assets are recorded at amortized cost using the effective interest method, except for short-term receivables when the recognition of interest would be immaterial. Financial assets in this category include accounts receivable.

Financial assets at fair value through profit or loss ("FVTPL")

All financial assets not classified as measured at amortized cost are measured at FVTPL. Derivative financial instruments that are not designated and effective as hedging instruments are classified as FVTPL. The Company has no designated hedges. Financial instruments classified as FVTPL are stated at fair value with any changes in fair value recognized in earnings for the period. Marketable securities, derivative investments and cash and cash equivalents are included in this category of financial assets.

Impairment of financial assets

At each reporting date the Company assesses whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or group of financial assets is deemed to be impaired, if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset or the group of financial assets.

Financial liabilities

The Company classifies its financial liabilities in the following categories: other financial liabilities and financial liabilities at fair value through profit or loss.

Other financial liabilities

Other financial liabilities are non-derivatives and are recognized initially at fair value, net of transaction costs incurred, and are subsequently stated at amortized cost. Any difference between the amounts originally received, net of transaction costs, and the redemption value is recognized in profit or loss over the period to maturity using the effective interest method.

Other financial liabilities are classified as current or non-current based on their maturity date. Other financial liabilities include accounts payable and accrued liabilities.

Financial liabilities at fair value through profit or loss

This category is comprised of derivative financial liabilities. Derivative financial liabilities are initially recognized at their fair value on the date the derivative contract is entered into and are subsequently re-measured at their fair value at each reporting period with changes in the fair value recognized in profit or loss.

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The following table summarizes the fair value hierarchy under which the Company's financial instruments are valued.

- | | |
|---------|--|
| Level 1 | - Unadjusted quoted prices 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 or indirectly; and |
| Level 3 | - Inputs for the asset or liability that are not based upon observable market data. |

Risk Factors

Companies operating in the mining industry face many and varied kind of risks. Following are the risk factors most applicable to the Company.

Liquidity risk

Liquidity risk is the risk that the Company will be unable to meet its financial obligations as they become due. The Company ensures that there is sufficient capital in order to meet short-term business requirements, after taking into account the Company's holdings of cash. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities.

The Company is dependent on raising funds through the issuance of shares, obtaining debt financing and/or attracting joint venture partners in order to undertake further exploration and development of its mineral properties and finance office and administrative expenditures. There can be no assurance the Company will be able to raise funds in the future.

The Company has marketable securities, which are recorded as FVTPL. The Company may, from time to time, liquidate a portion of its holdings depending on market conditions and the Company's cash requirements. Depending on timing, the Company's ability to liquidate these securities is subject to price fluctuations and market conditions, which may affect the Company's ability to liquidate the securities in a timely manner.

At December 31, 2018, the Company had trade payables and accrued liabilities totaling \$54,886 (2017 - \$51,956) and amounts due to related parties totaling \$346,923 (December 31, 2017 - \$84,969).

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company is exposed to credit risk on its cash. However, this risk is minimized as all amounts are held with major Canadian and American financial institutions. The Company's concentration of credit risk and maximum exposure thereto is as follows:

<i>As at December 31,</i>	2018	2017
Cash – Canada	\$ 39,826	\$ 11,896
Cash – USA	8,590	4,394
Total	\$ 47,876	\$ 16,290

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Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk and other price risk.

(i) Interest rate risk

The Company is not exposed to significant interest rate risk. The Company's bank accounts earn interest at variable rates. Future cash flows from interest income on cash will be affected by interest rate fluctuations.

(ii) Foreign currency risk

As at December 31, 2018, certain of the Company's financial instruments are held in US dollars. The Company has operations in Nevada, USA. As a result, the Company is exposed to foreign currency risk from fluctuations between the Canadian and US dollar.

The Company does not use derivatives or similar techniques to manage currency risk.

As at December 31, 2018, the Company is exposed to foreign currency risk on US\$6,297 (2017 - US\$1,940) cash.

(iii) Other price risk

Other price risk is the risk that the future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from currency risk or interest rate risk. The Company's marketable securities are carried at market value and are, therefore, directly affected by fluctuations in the market value of the underlying securities. The Company's sensitivity analysis suggests that a 125% (2017 - 125%) change in market prices would change other comprehensive income/loss by approximately \$134,000 (December 31, 2017 - \$200,000).

Industry

Exploring and developing mineral resource projects bears a high potential for a variety of risks. Additionally, few exploration projects successfully achieve development due to factors that cannot be predicted or foreseen. Moreover, even one such factor may result in the economic viability of a project being detrimentally impacted such that it is not feasible or practical to proceed.

Although the Company has taken steps to verify the title to exploration and evaluation properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements or transfers and title may be affected by undetected defects.

Metal Prices

The principal activity of the Company is the exploration and development of gold resource properties. The feasible development of such properties is highly dependent upon the price of gold. A sustained and substantial decline in commodity gold prices could result in the write-down, termination of exploration and

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development work or loss of its interests in identified resource properties. Although such prices cannot be forecasted with certainty, the Company carefully monitors factors which could affect gold commodity prices in order to assess the feasibility of its resource projects.

Political Risk

The resource properties on which the Company is pursuing its exploration and development activities are located in Nevada, U.S.A. and Yukon, Canada. While the political climate is considered by the Company to be stable, there can be no assurances that this will continue indefinitely. To alleviate such risk, the Company funds its Nevada operations on an as-needed basis. The Company does not presently maintain political risk insurance for its U.S. exploration projects.

Environmental

Exploration and development projects are subject to the environmental laws and regulations of the country within which the Company is conducting its operations. As such laws are subject to change, the Company carefully monitors proposed and potential changes and management believes the Company remains in compliance with current environmental regulations in the relevant jurisdictions.

Changes in Accounting Policies

IFRS 9 Financial Instruments

On January 1, 2018, the Company adopted IFRS 9 – Financial Instruments (“IFRS 9”), which replaced IAS 39 Financial Instruments: Recognition and Measurement (“IAS 39”). IFRS 9 provides a revised model for classification and measurement of financial assets, including a new expected credit loss (“ECL”) impairment model. The revised model classifies financial assets according to their contractual cash flow characteristics and the business models under which they are held.

As a result of the adoption of IFRS 9, the Company changed its accounting policy for financial instruments retrospectively. The change did not result in a change in carrying value of any of its financial instruments on the transition date and adoption of the ECL impairment model did not have an impact on the Company's consolidated financial statements. IFRS 9 does not require restatement of comparative periods. Accordingly, the Company has reflected the retrospective impact of the adoption of IFRS 9 as an adjustment to the opening components of equity as at January 1, 2018.

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A comparison of how the Company accounts for financial instruments under IFRS 9 as compared to the previous policy in accordance with IAS 39 is as follows:

	IAS 39	IFRS 9
Financial Asset		
Cash	Fair value through profit or loss ("FVTPL")	FVTPL
Marketable securities	Fair value through other comprehensive income ("FVOCI")	FVTPL
Accounts receivable	Amortized cost	Amortized cost
Trade payable and accrued liabilities	Amortized cost	Amortized cost
Loan payable to related party	Amortized cost	Amortized cost
Other amounts due to related parties	Amortized cost	Amortized cost

For marketable securities, the Company made an irrevocable election to recognize changes in fair value through profit or loss rather than other comprehensive income. As a result of this change, the Company reclassified \$160,000 of fair value adjustment gain recognized in prior years on marketable securities held by the Company as at January 1, 2018 from accumulated other comprehensive income to deficit on January 1, 2018.

Other Amendments/Interpretations

On January 1, 2018 the Company also adopted amendments/interpretations to IFRIC 22 – *Foreign Currency Transactions and Advance Consideration* and IFRS 2 – *Share Based Payment Transactions*. The adoption did not have an impact on the Company's consolidated financial statements.

There were no other changes to the Company's accounting policies during the year ended December 31, 2018.

Forward-Looking Statements

Some of the statements in this MD&A constitute "forward looking statements". Where Carlin expresses an expectation or belief as to future events or results, including management plans and objectives, and projections of exploration results, such expectation or belief is expressed in good faith and is believed to have a reasonable basis. The Company makes no representation that reasonable business people in possession of the same information would reach the same conclusions. While these statements represent our best current judgment, they are subject to risks and uncertainties that could cause actual results to vary, the specifics of which are detailed in disclosures with the heading "Risk Factors" in the Company's periodic filings with securities regulators. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. Forward-looking statements in this MD&A are made as of the date of this MD&A or, in the case of documents incorporated by reference herein, as of the date of such documents, and Carlin does not assume the obligation to update any forward looking statement.



Management's Discussion & Analysis
For the year ended December 31, 2018
(Expressed in Canadian Dollars)

Approval

Mr. Robert Thomas, a director of the Company and a Qualified Person in compliance National Instrument 43-101, has reviewed and approved the technical information contained in this report.

The Board of Directors of the Company has approved the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it.

Additional Information

Additional disclosures pertaining to the Company's technical reports, management information circulars, material change reports, press releases and other information are available on the SEDAR website at www.sedar.com.