Management's Discussion and Analysis

*This Management's Discussion and Analysis ("**MD&A**") provides a commentary to enable a reader to assess material changes in the financial condition and results of operations of Gabriel Resources Ltd. ("**Gabriel**" or the "**Company**") and its subsidiary companies (together the "**Group**") as at and for the years ended March 31, 2022 and 2021.*

*The MD&A should be read in conjunction with the unaudited condensed interim consolidated financial statements and notes thereto of the Company as at and for the three-month periods ended March 31, 2022 and 2021 ("**Financial Statements**"). The Financial Statements have been prepared in condensed format in accordance with International Financial Reporting Standards ("**IFRS**") as applicable to the preparation of interim financial statements, including International Accounting Standard IAS 34 ('Interim Financial Reporting'). The Financial Statements should be read in conjunction with the audited consolidated financial statements and notes thereto of the Company as at and for the year ended December 31, 2021, which have been prepared in accordance with IFRS.*

*All amounts included in the MD&A are in Canadian dollars ("**$**"), unless otherwise specified. This report is dated as of May 26, 2022 and the Company's public filings can be reviewed on the SEDAR website (www.sedar.com).*

This MD&A contains forward-looking statements about the Company's objectives, strategies, financial condition, operations and businesses within the Group. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements of the Group to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based upon the beliefs, expectations, reasonable investigation and opinions of Management as of the date of this MD&A. All forward-looking statements, including those not specifically identified herein are made subject to (i) the impact, if any, of the coronavirus pandemic as considered on pages 7,12,20,21 and 28 and (ii) the cautionary language beginning on page 27. Readers are advised to refer to the cautionary language when reading any forward-looking statements.

Overview

Gabriel is a Canadian resource company with its common shares ("**Common Shares**") listed on the TSX Venture Exchange ("**Exchange**"). Gabriel's activities over many years were focused principally on the exploration, permitting and development of the Roșia Montană gold and silver project in Romania (the "**Project**"). The Project, one of the largest undeveloped gold deposits in Europe, is situated in an area known as the Golden Quadrilateral in the South Apuseni Mountains of Transylvania, Romania, an historic prolific mining district that has been mined intermittently for over 2,000 years.

The exploitation concession license for the Project ("**License**") is held by Roșia Montană Gold Corporation S.A. ("**RMGC**"), a Romanian company in which Gabriel owns an 80.69% equity interest, with the 19.31% balance held by Minvest Roșia Montană S.A. ("**Minvest RM**"), a Romanian State-owned mining company.

Upon obtaining the License in 1999, RMGC along with Gabriel and its subsidiary companies focused substantially all of their management and financial resources on identifying and defining the size of the four ore bodies, engineering to design the size and scope of the Project, building strong community relations, surface rights acquisitions, rescue archaeology and environmental assessment and permitting.

In reliance on numerous representations made and actions taken by the Romanian authorities and, in the reasonable expectation that the Company's projects would be evaluated in accordance with the law and reasonable technical standards and, ultimately, on its merits, over US$700 million was invested to maintain and develop the Project and to define two valuable mineral deposits at the Rodu-Frasin (epithermal gold and silver) site and Tarniţa (porphyry copper-gold) site, both within the Bucium area located in the vicinity of Roşia Montană ("**Bucium Projects**"), in accordance with all applicable laws, regulations, licenses, and permits.

Having encouraged that investment, and despite the Group's fulfilment of its legal obligations and its development of the Project as a high-quality, sustainable and environmentally-responsible mining project, using best available techniques, the Romanian State has frustrated and prevented the implementation of the Project and the Bucium Projects in an unlawful, discriminatory and non-transparent manner by refusing to make permitting and other administrative decisions in accordance with the established procedures required by law.

As a consequence of Romania's acts and inactions, the Project and the Bucium Projects have been blocked politically, depriving the Claimants of the use, benefit and entire value of their property rights associated with the Project and the Bucium Projects, which have effectively been taken without compensation in contravention of the applicable legal and administrative processes and requirements.

Accordingly, any information set out in this MD&A relating to the Project, the License, and the Group's development activities in Romania is for background purposes only and should not be interpreted as being indicative of the Company's expectations as at the date of this document regarding the future development of the Project.

On July 21, 2015, the Company and its wholly-owned subsidiary, Gabriel Resources (Jersey) Ltd. (together "**Claimants**"), filed a request for arbitration ("**Arbitration Request**") before the World Bank's International Centre for Settlement of Investment Disputes ("**ICSID**") against the Romanian State (the "**Respondent**") pursuant to the provisions of international bilateral investment protection treaties which the Romanian Government has entered into with each of the Government of Canada and the Government of the United Kingdom of Great Britain and Northern Ireland for the Promotion and Reciprocal Protection of Investments (together the "**Treaties**") ("**ICSID Arbitration**").

Since the Arbitration Request, the ICSID Arbitration has become the Company's core focus. The ICSID Arbitration seeks compensation for all of the loss and damage resulting from the Romanian State's wrongful conduct and its breaches of the Treaties' protections, including expropriation, unfair and inequitable treatment, discrimination, and other unlawful treatment in respect of the Project, the Bucium Projects and related licenses.

If Gabriel is successful in proving both liability and damages in such compensation claims, the Company will take appropriate steps to enforce and recover such award and to defend any annulment proceedings brought by Romania. The enforcement and recovery of an award may present material challenges and take a number of years.

ICSID Arbitration

The ICSID Arbitration process is well advanced. To date, and in accordance with the procedural timelines established by the presiding tribunal for the ICSID Arbitration ("**Tribunal**"), the parties have delivered to ICSID a number of substantial written submissions and participated in two hearings on the merits of the claim, each as summarized below:

- On June 30, 2017, the Claimants filed their memorial on the merits of the claim ("**Memorial**") detailing, amongst other things, the factual and legal arguments supporting their claim against Romania and the quantum of the damages sustained;
- On February 22, 2018, the Respondent filed its counter-memorial ("**Counter-Memorial**") in response to the Memorial;
- On May 25, 2018, the Respondent filed a supplementary further preliminary objection with ICSID ("**Jurisdictional Challenge**") challenging the jurisdiction of the Tribunal to hear the claims presented by Gabriel Resources (Jersey) Limited;
- On November 2, 2018, the Claimants submitted their reply in support of the claims ("**Reply**") and responding to the Counter-Memorial and Jurisdictional Challenge;
- On February 28, 2019, the Claimants and the Respondent (together "**Parties**") filed comments on an *amicus curiae* submission to the Tribunal made by certain non-governmental organizations (or 'non-disputing parties') who have opposed the Project for many years;
- On May 24, 2019, the Respondent filed its response to the Reply ("**Rejoinder**") and its reply on the Jurisdictional Challenge, the Respondent's final substantive submission;
- On June 28, 2019, the Claimants filed a surrejoinder on the Jurisdictional Challenge, responding to the reply thereon from the Respondent;
- An oral hearing on the merits of the claim was held in Washington D.C. between December 2 and December 13, 2019 ("**Hearing**") to address the evidentiary record in the case, issues on liability and jurisdiction and to hear testimony from certain of the parties' fact and expert witnesses;
- On March 10, 2020, the Tribunal issued a list of further questions arising from the evidence presented during the Hearing ("**Tribunal Questions**");
- On April 10, 2020, the Claimants and the Respondent filed their comments on a written submission to the Tribunal by the European Commission as a 'non-disputing party' in the ICSID Arbitration;
- On May 11, 2020, the Claimants provided their answers to the Tribunal Questions;
- On July 13, 2020, the Respondent provided its answers to the Tribunal Questions;
- A second oral hearing on the merits of the claim was held virtually from September 28 to October 4, 2020 ("**Second Hearing**") which focused on the technical and feasibility-related aspects of the Project and the Bucium Projects and the quantum of the damages claimed, including testimony from certain of the parties' fact and expert witnesses; and

- On February 18, 2021 and April 23, 2021 the Claimants and Respondent each filed further simultaneous written submissions in order to comment in conclusion on the evidentiary record ("**Post-Hearing Briefs**").
- On October 29, 2021 and December 6, 2021 the Claimant and Respondent respectively filed further written submissions in relation to: (i) Romania's reactivation of its nomination of the Roşia Montană Mining Landscape as a UNESCO World Heritage site and the site's inscription by UNESCO on July 27, 2021, as described further below; and (ii) the decision of Romania's Buzău Tribunal dated December 10, 2020 rejecting a legal challenge to the second archaeological discharge certificate issued for the Cârnic massif.

In late December 2021, the President of the Tribunal stated that the Tribunal was currently deliberating and would render an arbitral award ("**Award**") in 2022.

In January 2022, the Tribunal further confirmed to the Parties that the Tribunal had been thoroughly reviewing the case file and deliberating over the past months, and would continue to do so and, in due course, would revert to the Parties about the possibility and timing of any further questions for the Parties to respond to and/or any additional oral hearing.

In April 2022, the Tribunal informed the Parties that, since the filing of the Post-Hearing Briefs, it had held numerous deliberations in order to reach a decision on the claims and defenses in the matter and had concluded that there were certain aspects of the case for which it required further information. Therefore, the Tribunal issued a limited list of further questions to the Parties, with the purpose of having a complete record when it concludes its deliberations on the case as a whole and prepares the Award. The Parties have been invited to file their submissions responding to the questions by June 14, 2022 for Claimants and by August 15, 2022 for the Respondent (or on a schedule to be agreed upon by the Parties). The Tribunal also reserved the possibility of an additional round of submissions by the Parties on the questions if it considered the same to be necessary following its review of the first round of pleadings.

Notwithstanding the Tribunal's statement that it would render an Award in 2022, there is no specified timeframe in the ICSID Rules applicable to this case in which an Award is to be made by the Tribunal. Furthermore, an additional procedural step may be required by the Tribunal prior to the issuance of an Award and any Award may be subject to a request for annulment (albeit such annulment application can only be made on very limited grounds under the ICSID Rules).

There can be no assurances that the ICSID Arbitration will advance in a customary or predictable manner or be completed or settled within any specific or reasonable period of time. The resources necessary in pursuing the ICSID Arbitration are substantial and the costs, fees and other expenses and commitments payable in connection with the ICSID Arbitration may differ materially from Management's expectations.

A summary of the procedural aspects of the ICSID Arbitration, together with copies of the procedural orders of the Tribunal and the principal submissions, including the Memorial, the Counter-Memorial, the Reply, the Rejoinder, redacted versions of the transcript of the Hearing and Second Hearing and redacted versions of the Post-Hearing Briefs are available on ICSID's website.

UNESCO World Heritage

On July 27, 2021 the Roşia Montană Mining Cultural Landscape, an area covering the footprint of the Project, was inscribed by the United Nations Educational, Scientific and Cultural Organization ("**UNESCO**") on its World Heritage List ("**Inscription**") and added to its List of World Heritage in Danger.

The Inscription is fundamentally incompatible with the rights the Gabriel group acquired to develop the Project and the continued existence of an exploitation mining license for the Project area.

The Inscription materially undermines the possibility of an amicable resolution of the dispute with Romania that would allow for the development of the Project.

Romania’s application to UNESCO in relation to Roşia Montană and the subsequent Inscription are fundamentally at odds with Romania's obligations under its investment treaties in relation to Gabriel's investments and these acts, together with other measures taken by Romania, further evidence Romania's political repudiation of the Project and its joint venture with Gabriel.

Liquidity

Cash and cash equivalents at March 31, 2022 were $2.3 million.

The Company’s average monthly cash usage during Q1 2022 was $0.3 million (Q4 2021: $0.5 million), the decrease primarily reflecting the consistent level of ongoing operational cost and limited ICSID Arbitration activity quarter on quarter, offset by cash receipts from the sale of long lead-time equipment and the ‘Recea Land’, both as noted below.

At the end of Q1 2022, accruals for costs in respect of the ICSID Arbitration amounted to $3.7 million (Q4 2021: $3.7 million), reflecting the continuation of a fee agreement in respect of the deferred payment of certain ICSID Arbitration costs until an Award is issued (see “Contingent Liabilities” below) and the limited costs of submissions in the quarter.

The Group had sufficient funds as at March 31, 2022 to settle all then current liabilities, after taking into account the deferred fee agreement noted above and the receivable from the purchaser of the Recea Land.

Management continues to review the Company’s activities in order to identify areas to rationalize expenditures and is pursuing a cost-cutting exercise, in particular in relation to infrastructure and management compensation that are expected to provide short-term savings and long-term alignment.

Capital Resources

Sale of Long Lead-Time Equipment

On November 1, 2021, RMGC concluded an agreement with a buyer for an instalment-based purchase of the remaining long lead-time equipment (“**LLTE**”), comprising predominantly a SAG mill together with a gearless motor drive, and ball mill motors, for aggregate gross proceeds of US$1.75 million (approx. $2.2 million). Payments of US$625,000 (approx. $795,000) were received prior to December 31, 2021. Instalments amounting to US$375,000 (approx. $475,000) were received prior to March 31, 2022. Further instalments have been paid in Q2 2022 and remain due in the period to September 2022. Once final payment is made ownership and title to the assets will pass to the purchaser.

Taking into account the costs of sale, including storage and insurance of the LLTE for the instalment period, Gabriel expects to add to treasury net cash receipts of approximately US$1.6 million (approx. $2.0 million) in aggregate from the sale. Accordingly, the carrying amount of the LLTE was written down to its fair value less costs of sale as at December 31, 2021. The LLTE will remain on the balance sheet of the Company until title passes.

Sale of Land

On February 2, 2022, RMGC concluded a conditional pre-sale agreement for the sale of 93 plots of land covering a total area of 68,229 sqm and a small number of buildings owned by RMGC as part of the housing construction undertaken in the Recea resettlement neighborhood of Alba Iulia ("**Recea Land**"). Following the impairment of all Project related assets held as "mineral properties" in the consolidated statement of financial position as at December 2015, the Recea Land is held at nil book value on the balance sheet of the Company.

The agreed sale price is 1,000,000 EUR (approx. $1.45 million), to be received by RMGC in RON and a deposit of 200,000 EUR was received by RMGC on February 7, 2022. Following the fulfilment of certain conditions of sale, a definitive sale and purchase agreement was signed by the parties on February 25, 2022. Instalments of 550,000 EUR in aggregate were received by RMGC in March 2022 and the final instalment of 250,000 EUR was received on April 19, 2022.

Private Placement

On May 24, 2022, the Company announced a non-brokered private placement (the "**2022 Private Placement**") of up to 33,105,117 common shares of the Company ("**Common Shares**") at a price of $0.215 each for gross proceeds of up to US$ 5.6 million (approximately $7.1 million). The closing of the 2022 Private placement is subject to certain conditions, including, but not limited to, the approval of the Exchange and the receipt of all other applicable approvals and is expected to complete on or about June 20, 2022.The Company will use the proceeds from the 2022 Private Placement to finance the ongoing costs of the ICSID Arbitration and for general working capital requirements.

Future Financing Requirements

The Company believes that, assuming completion of the 2022 Private Placement and taking into account the fee agreement in respect of the deferral of payment of certain ICSID Arbitration costs, the final instalment received from the sale of the Recea Land and the proceeds receivable from the sale of the LLTE, it has sufficient cash to enable the Group to fund general working capital requirements together with the material estimated costs associated with the Company advancing the ICSID Arbitration through to March 2023.

At that time Gabriel may still await an Award from the Tribunal, as there can be no assurances that the ICSID Arbitration will advance in a customary or predictable manner or be completed or settled within any specific or reasonable period of time, and further procedural steps may be required to be completed prior to the issuance of an Award.

Accordingly, post March 2023, Gabriel will require further funding in order to pursue the long-term activities required to see the ICSID Arbitration through to its conclusion (which may include, as appropriate, costs of any potential annulment proceedings and/or costs of enforcement of any Award) and for general working capital purposes, including to preserve its remaining assets, including its License and associated rights and permits .

Notwithstanding the Company's recent and historic funding, there is a risk that sufficient additional financing may not be available to the Company on acceptable terms, or at all. There is no assurance that the Company will be successful in completing the 2022 Private Placement, in which case the Company believes that it has sufficient cash to enable the Group to fund general working capital requirements together with the material estimated costs associated with the Company advancing the ICSID Arbitration through to mid-July 2022 and it will seek alternative sources of additional financing.

Other Recent Developments

Impact of Coronavirus

With respect to the ongoing coronavirus (COVID-19) pandemic, Gabriel continues to consider carefully its impact, noting the continuing disruption to normal activities and the uncertainty over the duration of this disruption. The highest priority of Gabriel's board of directors (the "**Board**") and Management is the health, safety and welfare of the Group's employees and contractors.

Gabriel recognizes that the situation is extremely fluid and is monitoring the relevant recommendations and restrictions on work practices and travel. At this time, these recommendations and restrictions do not significantly impact Gabriel's ability to continue the ICSID Arbitration process or conduct the limited operations in Romania, nor has there been a significant impact on the Group's results or operations through 2022 to date.

As noted above in "Future Financing Requirements", the Group will require further new investment. The market and timing may be adversely affected by the effects of COVID-19. As a result, Gabriel will react to circumstances as they arise and will make the necessary adjustments to the work processes required. Should any material disruption from COVID-19 affect the Group for an extended duration, Gabriel will review certain planned activities in Romania and take remedial actions, if it is determined to be necessary or prudent to do so.

Russia-Ukraine Conflict

Given, amongst other things, the geographical proximity of Romania to Ukraine, Gabriel is closely monitoring the situation in Ukraine with concern for all those who are impacted by the unfolding conflict and humanitarian crisis.

At this time, Gabriel has not experienced any material disruption to its operations, including its limited activities in Romania, as a consequence of the Russia-Ukraine conflict and the Group will continue to operate its business in accordance with the circumstances that arise. However, there is no guarantee that the current geo-political situation and the resulting economic developments will not adversely affect the Group's operations and financial condition in the future – this will depend on future developments that are highly uncertain.

Gabriel will continue to monitor the situation, including any developments that could potentially impact on the Group's business and results of operations and make every effort to minimize any negative impact on those operations.

RMGC - Government Audits and Investigations

*Romanian National Agency for Fiscal Administration ("**ANAF**") Investigations*

Since the filing of the ICSID Arbitration, RMGC has been subjected to several audits and investigations by ANAF, a Romanian Government agency operating under the Ministry of Public Finance, a Romanian Government department, which is also charged with organizing and overseeing Romania's defense of the ICSID Arbitration.

For over six years as of the date of this MD&A, a directorate of ANAF has continued to pursue an ad hoc investigation covering a broad range of operational activities and transactions of RMGC, and several of its suppliers, consultants, and advisors, covering an extensive period spanning 1997 to 2016, then subsequently extended to September 2019 (the "**ANAF Investigation**"). RMGC is co-operating in good faith with ANAF, however as at the date of this MD&A Gabriel and RMGC still awaits formal indication of the grounds for the ANAF Investigation and neither has received any feedback on its status.

Prosecutor Office Investigation

As previously disclosed, in November 2013, RMGC was informed of an investigation by the Ploiesti Public Prosecutor's Office into the principals/key shareholder(s) of a group of companies including Kadok Interprest LLC ("**Kadok Group**"). In March 2020, RMGC was informed that the authorities had closed the file in relation to the commercial relationship between RMGC and the Kadok Group but the Alba Public Prosecutor's Office is continuing its investigation of the commercial relations between RMGC and a list of service providers. RMGC awaits formal indication of the status of the investigation.

Outlook

Notwithstanding the ongoing ICSID Arbitration, the Company remains open to engagement with the Romanian authorities in order to achieve an amicable resolution of the dispute or a settlement enabling the Group to develop the Project and the Bucium Projects. In the meantime, the Company's current plans for the ensuing year are as follows:

- the advancement of the final procedural stages of the ICSID Arbitration prior to the issuance of an Award;
- completion of the 2022 Private Placement;
- implementation of cost-cutting measures and carefully managing its cash resources; and
- the protection of its rights and interests in Romania (including, so far as reasonably practical and desirable, ensuring that existing licenses and permits remain in good standing).

Results of Operations

The results of operations are summarized in the following tables. The amounts are derived from the Financial Statements prepared under IFRS.

in thousands of Canadian dollars, except per share amounts	**2022 Q1**	**2021 Q4**	**2021 Q3**	**2021 Q2**
Income Statement				
Loss - attributable to owners of parent	877	2,252	2,987	6,060
Loss per share - basic and diluted	-	-	-	0.01
Statement of Financial Position				
Working capital	(3,601)	(2,736)	(558)	1,695
Total assets	6,283	6,792	8,230	11,534
Statement of Cash Flows				
Net cash-in-flows from financing activities	-	-	-	7,210

in thousands of Canadian dollars, except per share amounts	**2021 Q1**	**2020 Q4**	**2020 Q3**	**2020 Q2**
Income Statement				
Loss - attributable to owners of parent	8,600	7,257	11,742	8,820
Loss per share - basic and diluted	0.01	0.01	0.02	0.02
Statement of Financial Position				
Working capital	(2,349)	3,506	1,162	9,936
Total assets	7,281	11,007	12,844	19,362
Statement of Cash Flows				
Net cash-in-flows from financing activities	-	6,469	-	3,710

Review of Financial Results

	3 months ended March 31	
in thousands of Canadian dollars, except per share amounts	**2022**	2021
Operating loss for the period	**2,379**	6,013
Loss for the period		
- attributable to owners of parent[1]	**877**	8,600
Loss per share - basic and diluted	**-**	0.01

[1] The transfer by the Company of equity in RMGC to Minvest RM during Q1 2014 resulted in the presentation of a non-controlling interest, as set out in the Financial Statements.

Operating loss for the three-month period ended March 31, 2022 of $2.4 million was $3.6 million lower when compared to the corresponding 2021 period ($6.0 million) primarily reflecting $3.2 million lower Corporate, General and Administrative costs, analyzed below, and a $0.4 million lower stock-based compensation expense.

Overall loss for the three-month period ended March 31, 2022 was $0.9 million, $1.4 million lower than the operating loss in that period, reflecting a gain of $1.4 million recognized on the disposal of the Recea Land in February 2022.

This result compares to an overall loss of $8.6 million for the 2021 first quarter, which was $2.6 million higher than the operating loss for that period. reflecting a $2.6 million finance cost in respect of outstanding convertible subordinated unsecured notes (“**Notes**”) in 2021 not repeated in 2022 due to the maturity and repayment of the Notes in June 2021.

Expenses

Corporate, General and Administrative

in thousands of Canadian dollars	**3 months ended March 31** **2022**	2021
Payroll	**940**	1,038
ICSID Arbitration related	**330**	2,965
Finance, audit, accounting and compliance	**350**	386
Property taxes	**165**	194
Project obligations and community relations	**158**	229
Long lead-time equipment storage costs	**-**	116
Travel and transportation	**111**	83
Office rental and utilities	**83**	149
Information technology	**58**	77
External communications	**5**	12
Legal	**2**	88
Other	**101**	199
Corporate, general and administrative expense	**2,303**	5,536

All operating expenditures incurred by the Group are included in corporate, general and administrative expenses.

ICSID Arbitration related expenses are for legal and other advisory services provided to the Company in respect of the ICSID Arbitration. For the three-month period ended March 31, 2022, such costs were approximately $0.3 million, reflecting fees charged directly by ICSID together with very limited activity in the period. ICSID Arbitration related expenses in the corresponding quarter of 2021 of $3.0 million primarily reflected costs related to the preparation of the Post-Hearing Briefs.

Payroll is the total of salaries and relevant taxes for all Group employees.

Finance costs include audit, tax and other accounting fees for the Company and its subsidiaries in each year, together with costs of regulatory compliance such as registrar and Exchange fees.

Project obligations and community relations spend reflects the ongoing costs of maintaining compliance with the License and other obligations in Romania, including real estate maintenance on RMGC owned land and buildings, preservation of historical buildings, document management and other administrative matters. Included in these costs are expenses incurred with related parties (see note 15 of the Financial Statements for detail) and the Board has asked the independent directors to commence a review of the scope of future services to be provided by SC Total Business Land SRL (“TBL”), a Romanian entity controlled by current and former employees of RMGC.

LLTE costs for the three-month period ended March 31, 2022 are zero as a result of offset in the accounting for the disposal of the LLTE following the November 2021 execution of the instalment-based sale agreement.

Travel and transportation costs arise primarily in relation to the Romanian operations and are higher in the three-month period ended March 31, 2022 due to the increased mobility of personnel resulting from the relaxation of Covid-19 restrictions when compared to the circumstances existing in the first quarter of 2021.

Legal expenses include ongoing corporate legal advice within the Group.

Finance Income

	3 months ended March 31	
in thousands of Canadian dollars	**2022**	2021
Interest income	**2**	9

Interest income reflects the average holdings of cash and cash equivalents during the respective periods shown above. Interest income has reduced significantly since 2021, in line with the significant reduction in available cash balances through 2021 and in to 2022, together with reduced North American treasury yields in the period.

As at March 31, 2022, due to the reduced cash balance and short term cash requirements, none of the Company's cash and cash equivalents were invested in US government guaranteed instruments (December 31, 2021: nil), with the majority of cash balances held with major Canadian banks.

Finance Costs

	3 months ended March 31	
in thousands of Canadian dollars	**2022**	2021
Financing costs - convertible note accretion	**-**	2,578

Finance costs relate to the accretion of the debt components of the Notes issued in 2014 and 2016, which were measured at amortized cost using the effective interest rate method. The Company redeemed all outstanding $90,862,000 of Notes at maturity on June 30, 2021.

Share-Based Compensation

	3 months ended March 31	
in thousands of Canadian dollars	**2022**	2021
DSU expense	**10**	323
Share option - expense	**59**	146
Share based compensation	**69**	469

The estimated fair value of Options issued by the Company is calculated using the Black-Scholes method as at the date of grant and amortized over the period during which the Options vest.

With effect from July 1, 2016, non-executive directors receive at least fifty per cent. of their directors' fees payable in deferred share units ("**DSUs**") or, at their election, Options in lieu of cash. Certain non-executive directors have elected to receive all of their directors' fees payable in DSUs or Options.

		3 months ended March 31		
		2022		2021
Share option compensation				
Number of share options granted		**297,790**		856,176
Average value ascribed to each option granted	**$**	**0.20**	$	0.22
DSU compensation				
Number of DSUs issued		**167,171**		538,237
Average value ascribed to each DSU issued	**$**	**0.19**	$	0.22
RSU compensation				
Number of RSUs redeemed		**-**		400,820
Average value ascribed to each RSU redeemed	**$**	**-**	$	0.23
Number of RSUs cancelled		**-**		138,180
Average value ascribed to each RSU cancelled	**$**	**-**	$	0.23

A total of 297,790 Options (all of which vest immediately) and 167,171 DSUs were granted to certain non-executive directors during the three-month period ended March 31, 2022 in lieu of cash fees for services provided during Q4 2021.

DSUs are revalued each period end based on the period end closing share price. The initial value of the DSUs on grant, and the effect on the valuation of DSUs of the period-on-period change in share price, is expensed. At March 31, 2022, the Company's share price was $0.19 (December 31, 2021 $0.195), resulting in a DSU expense of less than $0.1 million for the three-month period ended March 31, 2022.

Foreign Exchange

The Company has experienced a foreign currency loss of less than $0.1 million in the three-month period to March 31, 2022 (March 2021: loss of less than $0.1 million) primarily as a result of exposure to the US dollar. All of the funds raised in private placements since 2018 were received in US dollars and the Company retained these US dollars to fund its subsequent US dollar-denominated working capital expenses, principally costs related to the ICSID Arbitration.

Taxes

All tax assessments received prior to March 31, 2022 have been paid or provided for in the Financial Statements.

Investing Activities

The majority of Group expenditures over the years through December 31, 2015 were for identifying and defining the size of the four ore bodies, for engineering to design the size and scope of the Project, environmental assessment and permitting, social support to local communities, communications and public relations activities to support the permitting process, archeological and rehabilitation work to buildings, as well as surface rights and property acquisition and resettlement housing and infrastructure.

Since January 1, 2016, no significant expenditures apart from building maintenance have been incurred in these areas and any such expenditures are expensed in the income statement.

Purchase of Capital Assets

in thousands of Canadian dollars	3 months ended March 31 **2022**	2021
Total investment in capital assets	**3**	-
Depreciation and disposal - expensed	**7**	8

The purchase of capital assets remains low, in line with the Company's cost containment strategy.

Financing Activities

The Company has raised funds since 2014 through private placements of Notes, Common Shares and warrants (together "**Private Placements**") amounting to gross aggregate proceeds of $162.1 million.

As noted above, the Company announced the 2022 Private Placement for gross proceeds of US$5.6 million (approximately $7.1 million) on May 24 2022.

The Company has used and is continuing to use the proceeds of the private placements to finance the costs of the ongoing ICSID Arbitration and for general working capital purposes. Further information on the Private Placements is provided in the Financial Statements.

Cash Flow Statement

Liquidity and Capital Resources

The main sources of liquidity are the Company's cash and cash equivalents, and the equity and debt markets. At March 31, 2022, aggregate cash and cash equivalents were $2.3 million (December 31, 2021: $3.3 million). As noted above, further liquidity has been sourced since the 2021 year end through the sale of the Recea Land, through the instalments received and yet to be received on the sale of the LLTE and the Company's announcement of the 2022 Private Placement to raise further funding in Q2 2022.

Working Capital

At March 31, 2022, the Company had working capital, calculated as total current assets (excluding assets held for sale) less total current liabilities of negative $3.5 million (December 31, 2021: negative $2.7 million). The $0.8 million deterioration in working capital is primarily due to the ongoing ICSID Arbitration and operating costs of the Company offset by cash receipts from the sale of the LLTE and Recea Land

At March 31, 2022, the Company had current liabilities of $7.0 million (December 31, 2021: $6.7 million). This increase is predominantly made up of the additional advance payments on the LLTE disposal received in the quarter, which rose by $0.5m to $1.3m at March 31.The ICSID Arbitration cost accruals at March 31, 2022 (reflecting work performed in 2021 and 2022 which is yet to be paid, in accordance with the deferred fee arrangement) amounted to $3.7 million (Q4 2021: $3.7 million),.

Resettlement Liabilities

RMGC had a program for purchasing homes in the Project area, which was suspended in February 2008 due to the suspension of the environmental review process in September 2007.

At March 31, 2022 the Company had accrued resettlement liabilities totaling $0.5 million (December 31, 2021: $0.5 million).

Contractual Obligations

The Company and its subsidiaries have a number of arm's-length agreements with third parties who provide a range of goods and services. Typically, the service agreements are for a term of not more than one year and permit either party to terminate upon notice periods ranging from 15 to 90 days. At termination, the Company has to pay for services rendered, and costs incurred, to the date of termination.

A summary of the Company's contractual capital and operating lease commitments as of March 31, 2022 is included within the Financial Statements.

Contingent Liabilities

The Company has a number of contingent liabilities which may accrue on the issuance of an Award, namely:

(i) in respect of an agreement to defer certain professional fees incurred and to be incurred in connection with the execution of the ICSID Arbitration. Such fees up to a limit of US$3 million are to be deferred in full. Any fees incurred under the deferred fee agreement in excess of US$3 million are required to be settled by the Company 50% as they are incurred, with the balance being added to the deferred amount.

All deferred fees are payable within six months of issuance of an Award and are subject to a multiplier if such Award is made in favour of the Claimants above certain monetary thresholds. The Company accrues fees as incurred within its current liabilities but not the potential additional fees payable under the deferred fee arrangement if the multiplier is applicable, since such fees cannot be determined prior to issuance of an Award.
In accordance with the deferred fee agreement, the liability of the Company which would occur under certain Award scenarios would fall in the range of one to five times the fees actually incurred and deferred.

(ii) in respect of 95,625 arbitration value rights ("**AVR**s"), comprising:

a. 55,000 AVRs entitling the holders to a pro rata share of 7.5% of any proceeds arising from any monies received by the Company and/or any of its affiliates pursuant to any settlement or Award irrevocably made in its favour, subject to a maximum aggregate entitlement of $175 million among all holders of such AVRs; and

b. 40,625 AVRs entitling the holders to a pro rata share of 5.54% of any proceeds arising from any Award, subject to a maximum aggregate entitlement of $129.3 million among all holders of such AVRs.

(iii) in respect of the key employee engagement plan ("**KEEP**"), an arbitration-focused retention and incentive program established by the Company in 2016. Its aim is to ensure the long-term participation and incentivization of the Group's personnel, including its executive management, employees, non-executive directors and other contributors in pursuing the ICSID Arbitration through to a successful conclusion. The KEEP is a trust established by the Claimants, as settlors, pursuant to a trust agreement dated July 2016, as amended. Subject to its terms and conditions, the KEEP provides that in the event that an Award is made in favor of, or a settlement is accepted by, Gabriel in connection with the ICSID Arbitration proceedings, the Claimants will pay, or procure the payment, to the KEEP trust. Such payment will be made following receipt of the proceeds awarded to the Claimants (inclusive of any non-monetary consideration) and subject to the payment of any taxes, payable or required to be withheld by the Claimants or by law, in an amount of cash equal to: (i) 7.5% of the first US$500 million of the proceeds; and (ii) 2.5% of any amount of proceeds in excess of US$500 million. The independent directors have commenced a review of the KEEP.

(iv) in June 2017, Gabriel entered into a settlement and release agreement to resolve a contractual dispute with a third-party agent regarding a contested obligation to pay certain commission to such agent (the "Settlement Agreement"). Pursuant to the terms of the Settlement Agreement, the Company is obligated to pay to the agent a fee based upon the receipt of funds paid by the Respondent to the Company in relation to the ICSID Arbitration claim, if any, up to a maximum amount of US$1.74m, within 90 days of receipt of such funds.

Critical Accounting Estimates

The preparation of the Financial Statements in conformity with IFRS requires Management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the Financial Statements and the reported amount of expenses and other income during the reporting period.

Significant estimates and assumptions include those related to going concern, the recoverability or impairment of certain assets, benefits of future income tax assets, estimated useful lives of capital assets, valuation of share-based compensation and other benefits, assumptions and determinations as to whether costs are expensed or capitalized, and the valuation and measurement of the components of the Private Placements.

While Management believes that these estimates and assumptions are reasonable, actual results could vary significantly therefrom.

Going Concern

As at March 31, 2022, the Group had no sources of operating cash flows. On the basis of the Company's balance of cash and cash equivalents as at March 31, 2022, assuming completion of the 2022 Private Placement and and taking into account (i) the proceeds receivable from an agreement for the sale of the LLTE; (ii) the proceeds receivable from the sale of the Recea Land; and (iii) a fee agreement in respect of the deferral of payment of certain ICSID Arbitration costs, the Company believes that it has sufficient funding necessary to fund general working capital requirements together with the material estimated costs associated with the Company advancing the ICSID Arbitration through to March 2023.

At that time Gabriel may still await an Award from the Tribunal, as there can be no assurances that the ICSID Arbitration will advance in a customary or predictable manner or within any specific or reasonable period of time, and further procedural steps may be required to be completed prior to the issuance of an Award. Accordingly, Gabriel will need to raise additional financing in order to pursue the long-term activities required to see the ICSID Arbitration through to its conclusion (which may include, as appropriate, costs of any potential annulment proceedings and/or costs of enforcement of any Award) and for general working capital purposes, including to maintain its remaining assets, including its License and associated rights and permits.

Notwithstanding the Company's recent and historic funding, there is a risk that sufficient additional financing may not be available to the Company on acceptable terms, or at all.

Future Income Tax Assets

Income taxes are calculated using the asset and liability method of tax accounting. Under this method, current income taxes are recognized for the estimated income taxes payable for the current period. Future income tax assets and liabilities are determined based on differences between the financial reporting and tax bases of assets and liabilities, and are measured using the substantively enacted tax rates and laws that are expected to be in effect when the differences reverse. Income tax assets are recognized to the extent that the recoverability of future income tax assets is considered probable.

The Company has subsidiaries in countries that have differing tax laws and tax rates, primarily Romania and the United Kingdom. The provision for income taxes is based on a number of estimates and assumptions made by Management, including its understanding of domestic and international tax rules. Advice is also sought from local professional tax advisors in the respective countries where the Group operates.

Tax authorities in Romania have regularly initiated various tax audits to assess the appropriateness of RMGC's tax filing positions. Regulators may interpret tax regulations differently from the Company and its subsidiaries, which may cause changes to the estimates made

Valuation of the Private Placements

The units issued by the Company in the Private Placements in 2014 and 2016 consisted of Notes, warrants and arbitration value rights. As noted above, on June 30, 2021 the outstanding warrants issued in connection with the 2014 and 2016 Private Placements expired and the Notes have been redeemed. A nil value was initially ascribed to the AVRs and, given the current stage of the ICSID Arbitration process, a nil valuation remains applicable as at March 31, 2022.

The units issued by the Company in the 2018, 2019 and 2020 Private Placements consisted of Common Shares and warrants each of which entitled the holder to acquire one Common Share at an exercise price of \$0.49, \$0.645 and \$0.39 respectively, at any time in the five years following issuance (in the case of the 2018 and 2019 Private Placements) and at any time in the three years following issuance (in the case of the 2020 Private Placement). The Company utilized the Black-Scholes model to value the warrant component of the units and allocated the remainder of the value to the equity component. Any directly attributable transaction costs were allocated to the equity and warrant components in proportion to their initial carrying amounts.

The shares issued by the Company in the 2021 Private Placement were issued at market price and consequently there was no requirement to use a valuation model, the whole of the funds received being directly attributable to the share capital of the Company.

Useful Lives of Capital Assets

The Company's policy is to amortize capital assets over their useful lives once the assets are brought into production. Management assesses useful lives of assets to ensure that they reflect the intended use of those assets.

Valuation of Share-Based Compensation

The Company utilizes Options, DSUs and restricted share units ("RSUs") as means of compensation. Equity settled RSUs and Options are valued using the Black-Scholes model, and are amortized over the expected vesting periods. Management reviews the assumptions used in the Black-Scholes valuation on an annual basis to ensure appropriateness.

DSUs are initially issued at the five-day weighted average market price of the Common Shares at the date of grant, and the value thereof is subsequently recalculated to fair value based on the quoted market value of the Common Shares at the end of each reporting period.

Financial Instruments and Management of Financial Risk

The recorded amounts for cash, cash equivalents, accounts receivable, accounts payable, accrued liabilities and other liabilities approximate fair values based on the nature of those instruments.

The Company's objective is to safeguard its cash and cash equivalents in order to be able to fund ongoing expenditures.

The Company manages its capital structure and makes adjustments to it based on the level of funds on hand and anticipated future expenditures. The long-term costs, including advisors' fees of pursuing the ICSID Arbitration and general corporate working capital, have been material and are estimated to continue to be significant.

To safeguard cash the Company invests its surplus capital in liquid instruments at reputable financial institutions with acceptable credit standings. The Group's risk exposures and the impact on the Group's financial instruments are summarized below:

Credit Risk

The Group's credit risk is primarily attributable to cash and cash equivalents that are held in investment accounts with Canadian banks and, where appropriate and available to the Group, invested in Canadian and United States sovereign debt. The Group has adopted an investment strategy to minimize its credit risk by investing in sovereign debt (primarily issued by Canada and the United States, subject to availability) with the balance of cash being invested on short-term overnight deposit with major Canadian banks.

The Group is exposed to the credit risk of domestic Romanian banks that hold and disburse cash on behalf of its Romanian subsidiaries. The Group manages its Romanian bank credit risk by centralizing custody, control and management of its surplus cash resources generated outside of Romania at the corporate office and only transferring money to its Romanian subsidiary based on near-term cash requirements, thereby mitigating exposure to domestic Romanian banks.

The Group holds cash balances in the United Kingdom to fund corporate office activities and is therefore exposed to the credit risks of major UK banks.

Liquidity Risk

As of the date of this MD&A, the Group had no sources of operating cash flows and does not have sufficient cash to fund either the development of the Project or all the long-term activities required to see the ICSID Arbitration through to its conclusion, including any annulment proceedings and/or the process of enforcement of any Award. Taking account of the Group's existing treasury balances, and subject to raising additional funding as described above, the Group expects to have sufficient funds to settle all current and existing long-term contractual liabilities as they fall due.

Market Risk

(a) Interest rate risk

The Group has cash balances which are subject to interest rate changes. The Group maintains a short-term investment horizon, typically less than three months, for its cash and cash equivalents, and therefore minimizes the risk of interest rate volatility at investment maturity.

With a short-term investment horizon and the intent to hold all investments until maturity, the Group is only marginally exposed to capital erosion should interest rates rise and cause fixed-yield investments to devalue.

The Group's primary objective with respect to cash and cash equivalents is to mitigate credit risk. The Group has elected to forego yield in favor of capital preservation.

(b) Foreign currency risk

The Group's presentation currency is the Canadian dollar and its activities expose it to fluctuations in foreign exchange rates. The Group has monetary assets and liabilities which are denominated in Romanian Lei (**"RON"**), US dollars ("**USD**"), UK pounds ("**GBP**") and Euros ("**EUR**") and is, therefore, subject to exchange variations against both the functional currency of the entity and presentation currency of the Group.

The Group maintains cash and cash equivalents in various currencies and is therefore susceptible to market volatility as foreign cash balances are revalued to the functional currency of the entity and thereafter to the presentation currency of the Group. Therefore, the Group may report foreign exchange gains or losses during periods of significant economic and market volatility. At March 31, 2022, the Group held approximately 70% and 16% of its cash and cash equivalents in Canadian dollars and US dollars, respectively.

The Company has not entered into any derivative hedging activities.

Sensitivity

As of March 31, 2022, the carrying amount of the financial instruments equals fair market value. Based on Management's knowledge and experience of the financial markets, in respect of the Company's balance of cash and cash equivalents as at March 31, 2022, the Company believes the following market movements are "reasonably possible" over a twelve-month period and would have the stated effects on net income:

- A plus or minus 1% change in earned interest rates; would affect net interest income by less than $0.1 million.
- A plus or minus 1% change in foreign exchange rates; would affect net income by less than $0.1 million.

Risks and Uncertainties

An investment in the Common Shares is subject to a number of risks and uncertainties. This section describes existing and future material risks to the business of the Group. The risks described below are not exhaustive. Additional risks and uncertainties not currently known to the Company, or those that it currently deems to be immaterial, may become material and adversely affect the Group's business. The realization of any of these risks may materially and adversely affect the Group's business, financial condition, results of operations and/or the market price of Gabriel's securities.

International Developments and Geopolitical Risk

Global economic factors, geopolitical actions, political and market conditions and unexpected events, including the ongoing coronavirus (COVID-19) pandemic and conflicts such as the Russia-Ukraine war, may create uncertainty and risk with respect to the prospects of the Group's business.

The extent to which the Russia-Ukraine conflict will directly or indirectly impact the Group's business, results of operations and financial condition will depend on future developments that are highly uncertain. There is no guarantee that the current geo-political situation and the resulting economic developments will not adversely affect the Group's operations and financial condition in the future.

The Outbreak of the Coronavirus (COVID-19)

The Company faces risks related to health epidemics and other outbreaks of communicable diseases, which could significantly disrupt the Group's operations, including, but not limited to, the advancement of the ICSID Arbitration, and the effects of the coronavirus or other epidemics may materially and adversely affect its business and financial conditions.

The extent to which the coronavirus impacts the Group's business and operations, and the market for its securities, will depend on future developments, which are highly uncertain and cannot be predicted at this time, and include the duration, severity and scope of the outbreak and the actions taken to contain or treat the coronavirus outbreak.

In particular, the continued spread of the coronavirus and travel and other restrictions established to curb the spread of the coronavirus, could materially and adversely impact the Group's business including, without limitation, the progress of the ICSID Arbitration (for example the availability of the Tribunal, legal counsel, industry experts and ICSID personnel), the Project work program, employee health, limitations on travel, and other factors that will depend on future developments beyond the Company's control, which may have a material and adverse effect on the its business, financial condition and results of operations. There can be no assurance that the Group's personnel will not be impacted by these pandemic diseases and ultimately the Group may see its workforce productivity reduced or incur increased medical costs or insurance premiums as a result of these health risks.

ICSID Arbitration

The resources necessary to pursue the ICSID Arbitration are substantial and the costs, fees and other expenses and commitments payable in connection with the ICSID Arbitration may differ materially from Management's expectations. In view of the case-specific nature of arbitration, the inherent uncertainty in the actions of the Respondent and in the process, timing and outcome of the ICSID Arbitration, there can be no assurances that the ICSID Arbitration will advance in a customary or predictable manner or be completed or settled within any specific or reasonable period of time.

There is no assurance that the Claimants will be successful in establishing Romania's liability in the ICSID Arbitration or, if successful, that the Claimants will receive or collect an award of compensation from the Respondent in the amount requested, of significantly reduced value, or at all. Failure to prevail in the ICSID Arbitration, or to obtain adequate compensation for the loss in value of the Group's investment, would materially adversely affect the Group.

The pursuit by the Company of the ICSID Arbitration may lead to the commencement of further abusive fiscal and other investigations and assessments against RMGC or its staff or employees by the Romanian State, the progress and/or conclusion of which may have a material and adverse effect on the its business, financial condition and results of operations.

UNESCO World Heritage List

As described above, on July 27, 2021 the "Roşia Montană Mining Cultural Landscape", an area covering the footprint of the Project, was inscribed by UNESCO on its World Heritage List and added to its List of World Heritage in Danger.

The inclusion of the 'Roşia Montană Mining Landscape' on the UNESCO World Heritage List materially undermines the possibility of an amicable resolution of the dispute with Romania that would allow for the development of the Project.

Sources of Additional Funding

Further funding will be required by the Company to pursue the ICSID Arbitration to its conclusion, including the enforcement of any Award, and for general working capital requirements.

Historically, the Company has been financed through the issuance of its Common Shares, Notes and other equity-based securities. Although the Company has been successful in the past in obtaining financing, it has limited access to financial resources as a direct result of the dispute concerning the Project and the core focus of the Company upon the ICSID Arbitration. Notwithstanding the Company's historic funding, there is a risk that sufficient additional financing may not be available to the Company on acceptable terms, or at all. In addition, the current outbreak of COVID-19 and the Russia-Ukraine conflict has had a negative impact on global economies and financial markets. The continuation of the Russia-Ukraine war and/or the continued spread of COVID-19 and any future emergence and spread of similar pathogens could have an adverse impact on global economic conditions, which may adversely impact the Company's ability to obtain financing.

While, as disclosed above, the Company has agreed to sell its remaining LLTE, which would provide the Company with a reduced cost base and additional working capital, there are no assurances regarding the completion of such divestment or that all proceeds may be realized from the sale. The timing of the receipt of any such sales proceeds is also uncertain.

Refinancing of Existing Securities

The Company may need or desire to refinance all or a portion of the arbitration value rights or warrants issued and outstanding pursuant to the Private Placements. There can be no assurance that the Company will be able to refinance any of its existing securities.

Potential Dilution to Existing Shareholders

The exercise of the Company's outstanding warrants could result in the issuance of a significant number of Common Shares causing significant dilution to the ownership of existing shareholders.

As described above, the Company has announced the 2022 Private Placement and will require additional financing in order to pursue the ICSID Arbitration to its conclusion and for general working capital requirements. In order to raise such financing, the Company may sell additional equity or equity-related securities including, but not limited to, Common Shares, share purchase warrants or some form of convertible security. The additional issuances of equity securities, if made, will result in dilution to existing shareholders, which could be substantial.

Unless and until the Company successfully permits the Project or collects an Award, if any, or acquires and/or develops other operating properties which provide positive cash flow, the Company's ability to meet its obligations as they fall due will be limited to the Company's cash on hand and/or its ability to issue additional equity or debt securities in the future. Such transactions could potentially cause substantial dilution to the shareholders at that time.

Political and Economic Uncertainty in Romania

Gabriel's material operations, property rights and other interests are located in Romania. As such, the Company's activities are subject to a number of country-specific risks and risks relating to the European Union (such as laws and policies which impact Romania) over which it has no control.

These risks may include social, political, economic, legal and fiscal instability and changes of Romanian or European Union laws and regulations affecting mining, foreign ownership, taxation, working conditions, rates of exchange, exchange control, exploration licensing, and export licensing and export duties.

In the event of a dispute arising in respect of the Company's activities in Romania (other than the ICSID Arbitration and the UNESCO Inscription), the Company may be subject to the exclusive jurisdiction of foreign courts or may not be successful in subjecting foreign persons to the jurisdiction of courts in Canada or elsewhere. Any adverse or arbitrary decision of a court, arbitrator or other governmental or regulatory body may have a material adverse impact on the Company's business, assets, prospects, financial condition and results of operations and/or the market price of its securities.

Mineral Tenure Rights

RMGC is the titleholder of the License, which had an initial duration of 20 years and was due to expire on June 21, 2019. RMGC has the right to extend the term of the License for successive subsequent five-year periods as may be needed to ensure rational exploitation of the mineral resources and reserves identified and approved by the Romanian National Agency for Mineral Resources ("**NAMR**"). An addendum providing for the extension of the term of the License to June 20, 2024, and including a revised royalty rate to 6% on mineral production value, was concluded on June 18, 2019.

Although RMGC retains 'nominal ownership' of the License, the acts and omissions of the Romanian State have prevented RMGC from realizing any benefits of such ownership and thus have deprived the License entirely of its value.

Pursuant to an exploration concession license issued by the Romanian State in May 1999 relating to the Bucium perimeter located in the vicinity of Roşia Montană, and following the completion of extensive exploration at Bucium which identified two feasible deposits, RMGC acquired a direct and exclusive legal right to obtain exploitation licenses for the Rodu-Frasin and Tarniţa deposits. However, in violation of RMGC's legal rights and of Romania's legal obligations, Romania has failed for over 13 years to act on RMGC's applications for exploitation licenses for Rodu-Frasin and Tarniţa.

Any adverse or arbitrary decision of NAMR may have a material adverse impact on the Company's business, assets, prospects, financial condition and results of operations and/or the market price of its securities.

Legal Proceedings

As previously disclosed, Gabriel has been party (directly and through RMGC) to a number of legal challenges in Romania. In the course of its business, Gabriel may also from time to time become involved in the defense and initiation of legal claims, arbitration and other legal proceedings.

Due to the inherent uncertainties of the judicial process, the nature and results of any such legal proceedings cannot be predicted with any certainty. In addition, such claims, arbitration and other legal proceedings can be lengthy and involve the incurrence of substantial costs and resources by the Company. The initiation, pursuit and/or outcome of any claim, arbitration or legal proceeding could have a material adverse effect on the Company's financial position and results of operations, and on the Company's business, assets and prospects.

Dependence on Management and Key Personnel

The Group is dependent on a relatively small number of key directors, officers and employees. Loss of any one of those persons could have an adverse effect on it. Retaining qualified and experienced personnel is critical to the Company's success. However, there can be no assurance that the Group will be successful in so doing.

Furthermore, the loss of key employees, in particular those who possess important historical knowledge related to the Project which could be relevant to the ICSID Arbitration, could have a material adverse effect on the outcome of the ICSID Arbitration and future operations of the Group.

Minvest RM Mine Closure Plan and Environmental Liabilities

In May 2006, Minvest RM's predecessor permanently ceased all of its mining operations at Roșia Montană. As a result, a mine closure plan was developed, which, Gabriel understands, was approved by the Romanian Ministry of Economy and NAMR. The mine closure plan was developed to integrate into RMGC's development plans for Roșia Montană in order to avoid any conflict between the Romanian State's closure activities and RMGC's development activities. A state-owned company under the coordination of the Ministry of Economy, S.C. CONVERSMIN S.A. ("CONVERSMIN"), has responsibility for the mine closure plan.

There can be no assurance that the activities contemplated by such mine closure plan will be implemented in a timely fashion, and no such action has been undertaken to date within the Roșia Montană license area.

Until the mine closure plan has been fully implemented, there can be no assurance that such activities will not attract liability to RMGC, as the titleholder of the License, under the current or future laws, rules and regulations applicable to mining activities in Romania. Likewise, there can be no assurance that the legally binding assumption by the Romanian State-owned operator of all liabilities associated with its past mining operations or any indemnification of RMGC from such liabilities will be fulfilled by, or be enforceable against, such entity.

Mining exploration activities conducted by RMGC, as titleholder of the License, are also subject to potential environmental risks and liabilities. It is the Company's belief that RMGC has met its obligations under the License and applicable Romanian laws to perform environmental rehabilitation within the areas of the tenement affected by its exploration activities. To the extent that RMGC becomes subject to material unforeseen and uninsured environmental liabilities, the payment of such costs would reduce funds otherwise available to the Company and could have a material adverse effect on the Company.

Continued Listing of the Common Shares

The continued listing of the Common Shares on the Exchange is conditional upon its ability to meet the applicable continued listing requirements of the Exchange. In the event that Gabriel is not able to maintain a listing of its Common Shares on the Exchange or any substitute exchange, it may be extremely difficult or impossible for shareholders to sell their Common Shares. If the Company is delisted from the Exchange but obtains a substitute listing for the Common Shares, the Common Shares may have less liquidity and more price volatility than experienced on the Exchange. Shareholders may not be able to sell their Common Shares on any such substitute exchange in the quantities, at the times, or at the prices that could potentially be available on a more liquid trading market.

As a result of these factors, if the Common Shares are delisted from the Exchange, the price of the Common Shares may decline and the Company's ability to obtain financing in the future could be materially impaired.

Compliance with Anti-Corruption Laws

Gabriel is subject to various anti-corruption laws and regulations including, but not limited to, the Canadian Corruption of Foreign Public Officials Act 1999 and the UK Bribery Act 2010. In general, these laws prohibit a company and its employees and intermediaries from bribing or making other prohibited payments to foreign officials or other persons to obtain or retain business or gain some other business advantage. Gabriel's primary operations are located in Romania, a country which, according to Transparency International, is perceived as having fairly high levels of corruption relative to the rest of Europe (Romania ranks 66th out of 180 countries in terms of corruption, according to a 2021 index published in January 2022 by Transparency International). Gabriel cannot predict the nature, scope or effect of future anti-corruption regulatory requirements to which Gabriel's operations might be subject or the manner in which existing laws might be administered or interpreted.

Failure to comply with the applicable legislation and other similar foreign laws could expose Gabriel and/or its senior management to civil and/or criminal penalties, other sanctions and remedial measures, legal expenses and reputational damage, all of which could materially and adversely affect Gabriel's business, financial condition and results of operations. Likewise, any investigation of any potential violations of the applicable anti-corruption legislation by UK, Canadian or foreign authorities could also have an adverse impact on Gabriel's ability to develop the Project or its business, financial condition and results of operations.

As a consequence of these legal and regulatory requirements, Gabriel has instituted policies and procedures with regard to business ethics, which have been designed to ensure that Gabriel and its employees comply with applicable anti-corruption laws and regulations. However, there can be no assurance or guarantee that such efforts have been and will be completely effective in ensuring Gabriel's compliance, and the compliance of its employees, consultants, contractors and other agents, with all applicable anti-corruption laws and regulations.

Insurance and Uninsurable Risks

Gabriel maintains insurance to protect itself against certain risks related to its operations in type and amounts that it believes are reasonable depending upon the circumstances surrounding each identified risk and the advice of its retained insurance advisor. There are also risks against which the Company cannot insure or against which it may elect not to insure for various reasons. The potential costs associated with any liabilities not covered by insurance, or in excess of insurance coverage, or compliance with applicable laws and regulations may cause substantial delays to its operations and require significant capital outlays, adversely affecting the future business, assets, prospects, financial condition and results of operations of the Company.

Global Economic and Financial Market Conditions

Global economic and financial conditions may impact the ability of the Company to obtain loans, financing and other credit facilities in the future and, if obtained, on terms favorable to the Company. As a consequence, global financial conditions could adversely impact the Company's financial status and share price.

Currency Fluctuations

The Company's reporting currency is the Canadian dollar, which is exposed to fluctuations against other currencies. The Company's primary operations are located in Romania and many of its expenditures and obligations are denominated in RON. Similarly, many of its expenditures and obligations in respect of the ICSID Arbitration are denominated in US dollars. In addition, the Company has and/or will have expenditures and obligations denominated in other currencies including, but not limited to, Canadian dollars, EUR and GBP. The Group maintains active cash accounts in Canadian dollars, US dollars, GBP and RON and has either monetary assets and/or liabilities in currencies including US dollars, Canadian dollars, EUR, GBP and RON. As such, the Company's results of operations are subject to foreign currency fluctuation risks and such fluctuations may adversely affect the financial position and operating results of the Company. The Company does not currently use any derivative products to actively manage or mitigate any foreign exchange exposure.

Market Price Volatility

Publicly quoted securities are subject to a relatively high degree of price volatility. It may be anticipated that the quoted market for the Common Shares will be subject to market trends generally and there may be significant fluctuations in the price of the Common Shares.

No History of Earnings or Dividends

The Company has no history of earnings and as such the Company has not paid dividends on its Common Shares since incorporation. The Company does not intend to declare or pay cash dividends at present.

Accounting Policies and Internal Controls

Since January 1, 2011, the Company has prepared its financial reports in accordance with IFRS. In preparation of financial reports, Management of Gabriel may need to rely upon assumptions, make estimates or use their best judgment in determining the financial condition of the Company. Significant accounting policies are described in more detail in the Company's Financial Statements.

In order to have a reasonable level of assurance that financial transactions are properly authorized, assets are safeguarded against unauthorized or improper use, and transactions are properly recorded and reported, the Company has implemented internal control systems for financial reporting. Although the Company believes its financial reporting and Financial Statements are prepared with reasonable safeguards to ensure reliability, the Company cannot provide absolute assurance (see CEO/CFO Certification below).

Enforcement of Civil Liabilities

As substantially all of the assets of Gabriel and its subsidiaries are located outside of Canada, and certain of its directors and officers are resident outside of Canada, it may be difficult or impossible to enforce judgements granted by a court in Canada against the assets of Gabriel or its subsidiaries or its directors and officers residing outside of Canada.

Conflicts of Interest

Some of the directors and officers of the Company are, or may be, on the boards of other natural resource companies, or other providers of finance, from time-to-time resulting in conflicts of interests. Therefore, there is the potential for a conflict of interest between the Company and some of its directors and officers. Directors and officers of the Company with conflicts of interest will be subject to and will follow the procedures set out in applicable corporate and securities legislation, regulations, rules and policies.

CEO/CFO Certification

The Company's Chief Executive Officer ("**CEO**") and Chief Financial Officer ("**CFO**") have reviewed the interim financial statements and interim MD&A (the "**Interim Filings**") for the three-month period ended March 31, 2022.

The CEO and CFO certify that, as at March 31, 2022, based on their knowledge, having exercised reasonable diligence, the Interim Filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, for the period covered by the Interim Filings.

The CEO and CFO certify that, as at March 31, 2022, based on their knowledge, having exercised reasonable diligence, the interim financial statements for the period, together with the other financial information included in the Interim Filings, fairly present in all material respects the financial condition, financial performance and cash flows of the Company, as of March 31, 2022 and for the three month period to that date.

Outstanding Share Data

The Company's fully diluted share capital as at May 25, 2022 was:

	Outstanding
Common shares	967,540,188
Incentive stock options	33,294,830
Deferred share units - Common Shares	4,486,845
Warrants	200,819,566
Fully diluted share capital	**1,206,141,429**

Forward-Looking Statements

This MD&A contains "forward-looking information" (also referred to as "forward-looking statements") within the meaning of applicable Canadian securities legislation. Forward-looking statements are provided for the purpose of providing information about Management's current expectations and plans and allowing investors and others to get a better understanding of the Company's operating environment. All statements, other than statements of historical fact, are forward-looking statements.

In this MD&A, forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by the Company at this time, are inherently subject to significant business, economic and ICSID Arbitration uncertainties and contingencies that may cause the Company's actual financial results, performance, or achievements to be materially different from those expressed or implied herein.

Some of the uncertainties associated with material factors or assumptions used to develop forward-looking statements include, without limitation: the progress of the ICSID Arbitration, actions by the Romanian Government or affiliates thereof, the impact of current or future litigation against the Group, conditions or events impacting the Company's ability to fund its operations (including but not limited to the sourcing of additional funding noted above), the ability to progress exploration, development and operation of mining properties and the overall impact of misjudgments made in good faith in the course of preparing forward-looking information.

Forward-looking statements involve risks, uncertainties, assumptions, and other factors including those set out above and below, that may never materialize, prove incorrect or materialize other than as currently contemplated, which could cause the Company's results to differ materially from those expressed or implied by such forward-looking statements.

Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, outlook, projections, objectives, assumptions or future events or performance (often, but not always, identified by words or phrases such as "expects", "is expected", "is of the view" "anticipates", "believes", "plans", "projects", "estimates", "assumes", "intends", "strategy", "goals", "objectives", "potential", "possible" or variations thereof or stating that certain actions, events, conditions or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved, or the negative of any of these terms and similar expressions) are not statements of fact and may be forward-looking statements.

Numerous factors could cause actual results to differ materially from those in the forward-looking statements, including without limitation:

- the outbreak of the coronavirus (COVID-19) may affect the Company's operations and/or the anticipated timeline for the ICSID Arbitration;
- the geo-political situation and the resulting economic developments arising from the unfolding conflict and humanitarian crisis as a consequence of the Russia-Ukraine conflict;
- the duration, costs, process and outcome of the ICSID Arbitration;
- Romania's actions following inscription of the "Roşia Montană Mining Landscape" as a UNESCO World Heritage site;
- changes in the Group's liquidity and capital resources;
- access to funding to support the Group's continued ICSID Arbitration and/or operating activities in the future;
- equity dilution resulting from the exercise of warrants, in Common Shares;
- the ability of the Company to maintain a continued listing on the Exchange or any regulated public market for trading securities;
- the impact on business strategy and its implementation in Romania of: any allegations of historic acts of corruption, uncertain legal enforcement both for and against the Group and political and social instability;
- regulatory, political and economic risks associated with operating in a foreign jurisdiction including changes in laws, governments and legal and fiscal regimes;
- global economic and financial market conditions;
- volatility of currency exchange rates; and

- the availability and continued participation in operational or other matters pertaining to the Group of certain key employees and consultants.

This list is not exhaustive of the factors that may affect any of the Company's forward-looking statements.

Investors are cautioned not to put undue reliance on forward-looking statements, and investors should not infer that there has been no change in the Company's affairs since the date of this MD&A that would warrant any modification of any forward-looking statement made in this document, other documents periodically filed with or furnished to the relevant securities regulators or documents presented on the Company's website. All subsequent written and oral forward-looking statements attributable to the Company or persons acting on its behalf are expressly qualified in their entirety by this notice. The Company disclaims any intent or obligation to update publicly or otherwise revise any forward-looking statements or the foregoing list of assumptions or factors, whether as a result of new information, future events or otherwise, subject to the Company's disclosure obligations under applicable Canadian securities regulations. Investors are urged to read the Company's filings with Canadian securities regulatory agencies.

Gabriel Resources Ltd.

Condensed Interim Consolidated Financial Statements
(Unaudited)
For the period ended March 31, 2022

Condensed Consolidated Statement of Financial Position

As at March 31, 2022 (unaudited) and December 31, 2021 (audited)
(expressed in thousands of Canadian dollars)

	Notes	**March 31 2022**	December 31 2021
Assets			
Current assets			
Cash and cash equivalents	8	**2,338**	3,291
Trade and other receivables	9	**499**	135
Prepaid expenses and supplies	10	**649**	529
Total current assets (excluding assets classified as held for sale)		**3,486**	3,955
Assets held for sale	6	**1,964**	1,994
Total current assets		**5,450**	5,949
Non-current assets			
Restricted cash	8	**194**	203
Property, plant and equipment		**75**	77
Loan receivable	15	**564**	563
Total non-current assets		**833**	843
TOTAL ASSETS		**6,283**	6,792
Liabilities			
Current liabilities			
Trade and other payables	11	**5,697**	5,302
Resettlement liabilities	12	**537**	547
Other current liabilities	13	**853**	842
Total current liabilities		**7,087**	6,691
TOTAL LIABILITIES		**7,087**	6,691
Equity / (deficit)			
Share capital	17	**1,014,492**	1,014,492
Other reserves		**158,599**	158,540
Currency translation adjustment		**1,242**	1,315
Accumulated deficit		**(1,179,011)**	(1,178,134)
Equity / (deficit) attributable to owners of the parent		**(4,678)**	(3,787)
Non-controlling interest	14	**3,874**	3,888
TOTAL (DEFICIT) / EQUITY		**(804)**	101
TOTAL EQUITY AND LIABILITIES		**6,283**	6,792

Going concern – Note 1
Contingent liabilities – Note 20

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

Condensed Consolidated Statement of Loss

For the three-month period ended March 31

(*Unaudited and expressed in thousands of Canadian dollars, except per share data)*

	Notes	3 months ended March 31 **2022**	2021
Expenses			
Corporate, general and administrative	5	**2,303**	5,536
Share-based compensation		**69**	469
Depreciation		**7**	8
Operating loss	18	**2,379**	6,013
Other (income) / expense			
Interest		**(2)**	(9)
Gain on disposal of assets	7	**(1,443)**	-
Foreign exchange loss		**(57)**	18
Finance costs: convertible notes accretion		**-**	2,578
Loss for the period attributable to owners of the parent	17	**877**	8,600
Basic and diluted loss per share		**$0.00**	$0.01

Condensed Consolidated Statement of Comprehensive Loss

For the three-month period ended March 31

(*Unaudited and expressed in thousands of Canadian dollars)*

	3 months ended March 31 **2022**	Revised - note 2 2021
Loss for the period	**877**	8,600
Other comprehensive loss / (income		
- may recycle to the Income Statement in future periods)		
Currency translation adjustment	**85**	31
Comprehensive loss for the period	**962**	8,631
Comprehensive loss for the period attributable to:		
- Owners of the parent	**946**	8,625
- Non-controlling interest	**16**	6
Comprehensive loss for the period	**962**	8,631

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

Condensed Consolidated Statement of Changes in Shareholders' Equity / (Deficit)

For the three-month period ended March 31

(Unaudited and expressed in thousands of Canadian dollars)

	Note	3 months ended March 31 2022	2021 (Revised - note 2)
Common shares			
At January 1		**1,014,492**	916,256
Shares issued on the redemption of RSUs	17	**-**	152
At March 31		**1,014,492**	916,408
Other reserves			
At January 1		**158,540**	158,335
Share-based compensation		**59**	146
Redemption of RSUs		**-**	(152)
At March 31		**158,599**	158,329
Currency translation adjustment			
At January 1		**1,315**	1,312
Currency translation adjustment		**(73)**	(26)
At March 31		**1,242**	1,286
Accumulated deficit			
At January 1		**(1,178,134)**	(1,158,235)
Loss for the period	18	**(877)**	(8,600)
At March 31		**(1,179,011)**	(1,166,835)
Non-controlling interest			
At January 1		**3,888**	3,887
Currency translation adjustment		**(14)**	(6)
At March 31		**3,874**	3,881
Total shareholders' deficit at March 31		**(804)**	(86,931)

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

Condensed Consolidated Statement of Cash Flows

For the three-month period ended March 31

(Unaudited and expressed in thousands of Canadian dollars)

		3 months ended March 31	
	Notes	**2022**	2021
Cash flows used in operating activities			
Loss for the period		**(877)**	(8,600)
Adjusted for the following non-cash items:			
Depreciation		**7**	8
Share-based compensation		**69**	469
Gain on disposal of assets		**(1,443)**	-
Finance costs: convertible notes accretion	16	**-**	2,578
Interest on loan receivable		**(1)**	(2)
Foreign exchange loss		**5**	27
		(2,240)	(5,520)
Changes in operating working capital:			
(Decrease) / increase in trade and other payables		**(61)**	1,908
Decrease in resettlement liabilities		**-**	-
(Increase) / decrease in trade and other receivables		**(64)**	63
Increase in prepaid expenses and supplies		**(131)**	(386)
		(2,496)	(3,935)
Cash flows from investing activities			
Increase in advances received for LLTE disposal		**457**	-
Proceeds from sale of land		**1,095**	-
Movement in restricted cash		**2**	17
Purchase of property, plant and equipment		**(3)**	-
		1,551	17
Decrease in cash and cash equivalents		**(945)**	(3,918)
Effect of foreign exchange on cash and cash equivalents		**(8)**	(36)
Cash and cash equivalents - beginning of period		**3,291**	6,482
Cash and cash equivalents - end of period		**2,338**	2,528

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

1. Nature of operations and going concern

Nature of operations

Gabriel Resources Ltd. ("**Gabriel**" or the "**Company**") is a Canadian resource company whose common shares ("**Common Shares**") are listed on the TSX Venture Exchange ("**Exchange**").

Gabriel's activities over many years were focused on permitting and developing the Roșia Montană gold and silver project (the "**Project**") in Romania. The exploitation license for the Project ("**License**") is held by Roșia Montană Gold Corporation S.A. ("**RMGC**"), a Romanian company in which Gabriel owns an 80.69% equity interest, with the 19.31% balance held by Minvest Roșia Montană S.A. ("**Minvest RM**"), a Romanian state-owned mining company.

Over US$700 million has been invested to maintain and develop the Project and also in defining two valuable mineral deposits at the Rodu-Frasin (epithermal gold and silver) site and the Tarnița (porphyry copper-gold) site, both within the Bucium area located in the vicinity of Roșia Montană ("**Bucium Projects**"), in accordance with all applicable laws, regulations, licenses, and permits.

The Romanian State has, however, frustrated and prevented the implementation of those developments in an unlawful manner, ultimately depriving the Claimants (defined below) of the use, benefit and entire value of their property rights associated with the Project and the Bucium Projects.

Accordingly, these condensed interim consolidated financial statements ("**Condensed Financial Statements**") reflect the principal focus of Gabriel and its subsidiary companies (together the "**Group**") on the pursuit of international bilateral investment treaty claims against Romania, as described further below, which seek compensation resulting from the Romanian State's expropriation, unfair and inequitable treatment, discrimination, and other unlawful treatment. If Gabriel is successful in proving both liability and damages in such compensation claims, the Company will take appropriate steps to enforce and recover such award and to defend any annulment proceedings brought by Romania. The enforcement and recovery of an award may present material challenges and take a number of years.

ICSID Arbitration

On July 21, 2015, pursuant to the provisions of international bilateral investment protection treaties which the Romanian State entered into with each of Canada and the United Kingdom of Great Britain and Northern Ireland for the Promotion and Reciprocal Protection of Investments (together the "**Treaties**"), Gabriel and its subsidiary company, Gabriel Resources (Jersey) Limited ("**Claimants**"), filed a request for arbitration ("**Arbitration Request**") before the World Bank's International Centre for Settlement of Investment Disputes ("**ICSID**") against the Romanian State ("**ICSID Arbitration**"). The ICSID Arbitration seeks compensation for all of the loss and damage resulting from the Romanian State's wrongful conduct and its breaches of the Treaties' protections.

The ICSID Arbitration process is well advanced. To date, and in accordance with the procedural timelines established by the presiding tribunal for the ICSID Arbitration ("**Tribunal**"), the parties have delivered to ICSID a number of substantial written submissions and participated in two hearings on the merits of the claim. Key milestones in the ICSID Arbitration proceedings to date include:

- On June 30, 2017, the Claimants filed their memorial on the merits of the claim and the quantum of the damages sustained ("**Memorial**").
- On February 22, 2018, the Romanian State ("**Respondent**") filed a counter memorial ("**Counter Memorial**") in response to the Memorial.
- On May 25, 2018, the Respondent filed a supplementary further preliminary objection with ICSID challenging the jurisdiction of the Tribunal to hear the claims presented by Gabriel Resources (Jersey) Limited ("**Jurisdictional Challenge**").
- On November 2, 2018, the Claimants filed a reply in support of the claims ("**Reply**") and responding to the Respondent's Counter-Memorial and Jurisdictional Challenge.
- On February 28, 2019, the Claimants and the Respondent (together "**Parties**") filed comments on a submission to the Tribunal by certain non-governmental organizations (or non-disputing parties) who have opposed the Project for many years.

1 Nature of operations and going concern (continued)

- On May 24, 2019, the Respondent filed its response to the Reply ("**Rejoinder**") and its reply on the Jurisdictional Challenge, the Respondent's final substantive submission.
- On June 28, 2019, the Claimants filed a surrejoinder on the Jurisdictional Challenge responding to the reply thereon from the Respondent.
- An oral hearing on the merits of the claim was held in Washington D.C. between December 2 and December 13, 2019 ("**Hearing**") to address the evidentiary record in the case, issues on liability and jurisdiction and to hear testimony from certain of the parties' fact and expert witnesses.
- On March 10, 2020, the Tribunal issued a list of further questions arising from the evidence presented during the Hearing ("**Tribunal Questions**").
- On April 10, 2020, the Claimants and the Respondent filed their comments on a written submission to the Tribunal by the European Commission as a non-disputing party in the ICSID Arbitration.
- On May 11, 2020, the Claimants provided their answers to the Tribunal Questions.
- On July 13, 2020, the Respondent provided its answers to the Tribunal Questions.
- A second oral hearing on the merits of the claim was held virtually from September 28 to October 4, 2020 ("**Second Hearing**") which focused on technical and feasibility-related aspects of the Project and the Bucium Projects and the quantum of the damages claimed, including testimony from certain of the parties' fact and expert witnesses.
- On February 18, 2021 and April 23, 2021 the Claimants and Respondent each filed further simultaneous written submissions in order to comment in conclusion on the evidentiary record ("**Post-Hearing Briefs**").
- On October 29, 2021 and December 6, 2021 the Claimant and Respondent respectively filed further written submissions in relation to: (i) Romania's reactivation of its nomination of the Roşia Montană Mining Landscape as a UNESCO World Heritage site and the site's inscription by UNESCO on July 27, 2021 and (ii) the decision of Romania's Buzău Tribunal dated December 10, 2020 rejecting a legal challenge to the second archaeological discharge certificate issued for the Cârnic massif.

In late December 2021, the President of the Tribunal stated that the Tribunal was currently deliberating and would render an arbitral award ("**Award**") in 2022.

In January 2022, the Tribunal further confirmed to the Parties that the Tribunal had been thoroughly reviewing the case file and deliberating over the past months, and would continue to do so and, in due course, would revert to the Parties about the possibility and timing of any further questions for the Parties to respond to and/or any additional oral hearing.

In April 2022, the Tribunal informed the Parties that, since the filing of the Post-Hearing Briefs, it had held numerous deliberations in order to reach a decision on the claims and defenses in the matter and had concluded that there are certain aspects of the case for which it needs further information. Therefore, the Tribunal issued a limited list of further questions to the Parties, with the purpose of having a complete record when it concludes its deliberations on the case as a whole and prepares the Award. The Parties have been invited to file their submissions answering the questions by June 14, 2022 for Claimants and by August 15, 2022 for Respondent (or on a schedule to be agreed upon by the Parties). The Tribunal also reserved the possibility of an additional round of submissions by the Parties on the questions if it considered the same to be necessary following its review of the first round of pleadings

Notwithstanding the Tribunal's statement that it would render an Award in 2022, there is no specified timeframe in the ICSID Rules applicable to this case in which an Award is to be made by the Tribunal. Furthermore, an additional procedural step may be required by the Tribunal prior to the issuance of an Award and any Award may be subject to a request for annulment (albeit such annulment application can only be made on very limited grounds under the ICSID Rules). There can be no assurances that the ICSID Arbitration will advance in a customary or predictable manner or be completed or settled within any specific or reasonable period of time. The resources necessary in pursuing the ICSID Arbitration are substantial and the costs, fees and other expenses and commitments payable in connection with the ICSID Arbitration may differ materially from Management's expectations.

1 Nature of operations and going concern (continued)

Impact of the Coronavirus

With respect to the coronavirus (COVID‐19), Gabriel continues to consider carefully its impact, noting the continuing disruption to normal activities and the uncertainty over the duration of this disruption. The highest priority of Gabriel's board of directors (the "**Board**") and the Management is the health, safety and welfare of the Group's employees and contractors. Gabriel recognizes that the situation is extremely fluid and is monitoring the relevant recommendations and restrictions on work practices and travel. At this time, these recommendations and restrictions do not significantly impact Gabriel's ability to continue the ICSID Arbitration process or conduct the limited operations in Romania, nor has there been a significant impact on the Group's results or operations through 2021 and 2022 to date.

As previously disclosed, the Group will require further new investment, the market and timing of which may be adversely affected by the effects of COVID-19. As a result, Gabriel will react to circumstances as they arise and make any necessary adjustments to the work processes required, and, should any material disruption from COVID-19 affect the Group for an extended duration, Gabriel will review certain planned activities in Romania and take remedial actions, if it is determined to be necessary or prudent to do so.

Going concern

The Condensed Financial Statements have been prepared on a going concern basis, which assumes that the Company will be able to meet its obligations and continue its operations for the foreseeable future.

On the basis of the Company's balance of cash and cash equivalents as at March 31, 2022, assuming completion of the 2022 Private Placement (see note 22) and taking into account (i) the proceeds receivable from an agreement for the sale of the long lead-time equipment ("**LLTE**") entered into on November 1, 2021 (see note 6) ; (ii) the proceeds receivable from the sale of land owned by RMGC in the Recea neighborhood of Alba Iulia (see note 7 and note 9); and (iii) a fee agreement in respect of the deferral of payment of certain ICSID Arbitration costs (see note 20), the Company believes that it has sufficient funding necessary to fund general working capital requirements together with the material estimated costs associated with advancing the ICSID Arbitration through to March 2023. At that time Gabriel may still await an Award from the Tribunal, as there can be no assurances that the ICSID Arbitration will advance in a customary or predictable manner or be completed or settled within any specific or reasonable period of time, and further procedural steps may be required to be completed prior to the issuance of an Award. Accordingly, post March 2023, Gabriel will require further funding in order to pursue the long-term activities required to see the ICSID Arbitration through to its conclusion (which may include, as appropriate, costs of any potential annulment proceedings and/or costs of enforcement of any Award) and for general working capital purposes, including to preserve its remaining assets, including its License and associated rights and permits.

Notwithstanding the Company's recent and historic funding, there is a risk that sufficient additional financing may not be available to the Company on acceptable terms, or at all. There is no assurance that the Company will be successful in completing the 2022 Private Placement, in which case the Company believes that it has sufficient cash to enable the Group to fund general working capital requirements together with the material estimated costs associated with the Company advancing the ICSID Arbitration through to mid-July 2022 and it will seek alternative sources of additional financing.

This material uncertainty may cast significant doubt about the Company's ability to continue as a going concern. The Condensed Financial Statements do not reflect the adjustments to the carrying values of assets or liabilities and the reported expenses and consolidated statement of financial position classifications that would be necessary if the Company were unable to realize its assets and settle its liabilities as a going concern in the normal course of operations or as a result of any adverse conclusion to the ICSID Arbitration. Such adjustments could be material.

(Unaudited and expressed in thousands of Canadian dollars, unless otherwise stated)

1 Nature of operations and going concern (continued)

Registered office

The Company's registered address is Suite 200 – 204 Lambert Street, Whitehorse, Yukon, Canada Y1A 1Z4. The Company receives significant management services from its wholly owned subsidiary, RM Gold (Services) Ltd. ("**RMGS**"). The Company is the ultimate parent of the Group and does not have any controlling shareholders.

2. Basis of preparation

The Condensed Financial Statements for the three-month period ended March 31, 2022 have been prepared in accordance with International Financial Reporting Standards ("**IFRS**") as applicable to the preparation of interim financial statements, including International Accounting Standard 34 - Interim Financial Reporting. The Condensed Financial Statements should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2021 (the "**2021 Financial Statements**"), which have been prepared in accordance with IFRS. The Condensed Financial Statements have been prepared according to the historical cost convention and, in the case of the "LLTE, recognized at fair value and were approved by the Board on May 26, 2022.

Revision of prior period balances

A. Revision of presentation of share capital and other reserves

The Company has revised the prior period financial statements as RSUs redeemed in 2019 and Q1 2021 should have resulted in an increase to share capital with a corresponding decrease in other reserves. As a result, amounts have been reclassified to share capital from other reserves as at January 1, 2021 and March 31, 2021. The revisions have resulted in the following changes to the financial statements as at January 1, 2021 and March 31, 2021:

January 1, 2021	**Previously reported**	**Adjustment**	**Adjusted amount**
Share capital	916,000	256	916,256
Other reserves	158,591	(256)	158,335

March 31, 2021	**Previously reported**	**Adjustment**	**Adjusted amount**
Share capital	916,000	408	916,408
Other reserves	158,737	(408)	158,329

(Unaudited and expressed in thousands of Canadian dollars, unless otherwise stated)

2 Basis of preparation (continued)

B. Revision of presentation of currency translation adjustment and accumulated losses

The Company has revised presentation of the prior period financial statements for treatment of non-cash currency translation adjustments relating to assets and liabilities held in foreign currencies. The revisions have resulted in the following changes to the financial statements as at January 1, 2021 and March 31, 2021:

January 1, 2021	Previously reported	Adjustment	Adjusted amount
Currency translation adjustment	1,666	(354)	1,312
Accumulated deficit	(1,158,561)	326	(1,158,235)
Non-controlling interest	3,972	(85)	3,887

March 31, 2021	Previously reported	Adjustment	Adjusted amount
Currency translation adjustment	1,602	(316)	1,286
Accumulated deficit	(1,167,161)	326	(1,166,835)
Non-controlling interest	3,957	(76)	3,881

C. Revision of presentation of statement of cashflows

The Company has revised presentation of the prior period financial statements for treatment of certain non-cash items and working capital movements included within operating activities and adjustments relating to foreign exchange included within investing activities and on cash and cash equivalents. The revisions have resulted in the following changes to the financial statements as at March 31, 2021:

March 31, 2021	Previously reported	Adjustment	Adjusted amount
Cash flows used in operating activities	(3,931)	(4)	(3,935)
Cash flows from investing activities	-	17	17
Effect of foreign exchange on cash and cash equivalents	(23)	(13)	(36)

3 Critical accounting estimates, risks and uncertainties

The preparation of the Condensed Financial Statements in conformity with IFRS requires Management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities, if any, at the date of the financial statements and the reported amount of expenses and other income for the period, including the classification and measurement of assets as held for sale. These estimates and assumptions are based on Management's knowledge of the relevant facts and awareness of circumstances, having regard to prior experience and information available at the balance sheet date. Apart from the estimates and assumptions used in determining the recoverable value of the LLTE (see note 6) and the date at which existing cash reserves will be exhausted (impacted by, among other things, the disposal of the LLTE), the significant estimates and assumptions are not materially different from those disclosed in the 2021 Financial Statements.

4 Accounting policies

The material accounting policies followed in the Condensed Financial Statements are the same as those applied in the 2021 Financial Statements.

5 Corporate, General and Administrative expenses

	3 months ended March 31	
in thousands of Canadian dollars	**2022**	2021
Payroll	**940**	1,038
ICSID Arbitration related	**330**	2,965
Finance, audit, accounting and compliance	**350**	386
Property taxes	**165**	194
Project obligations and community relations*	**158**	229
Long lead-time equipment storage costs	**-**	116
Travel and transportation*	**111**	83
Office rental and utilities	**83**	149
Information technology	**58**	77
External communications	**5**	12
Legal	**2**	88
Other	**101**	199
Corporate, general and administrative expense	**2,303**	5,536

*Included in these balances are expenses incurred with related parties (see note 15 for detail)

ICSID Arbitration related costs reflect fees for legal and other advisory services provided to the Company in respect of the ICSID Arbitration. Payroll is the total of salaries and relevant taxes for all Group employees, together with cash-based directors' fees (the balance of non-cash directors' fees being accounted for as share-based compensation).

6. Assets held for sale

Balance - December 31, 2020	**2,735**
Impairment charge	**(738)**
Currency translation adjustment	**(3)**
Balance - December 31, 2021	**1,994**
Currency translation adjustment	**(30)**
Balance - March 31, 2022	**1,964**

Assets held for sale comprise long lead-time equipment, as the prospect of such LLTE being used in the future for the purpose for which it was purchased is considered remote. The LLTE comprises a SAG mill, together with a gearless motor drive and ball mill motors; of these, only the SAG mill and gearless motor drive have any carrying value in the Condensed Financial Statements. These items are currently stored in warehouses in the port of Antwerp, Belgium.

On November 1, 2021, RMGC concluded an agreement with a buyer for an instalment-based purchase of the LLTE for aggregate gross proceeds of US$1.75 million (approx. $2.2 million). Payments of US$625,000 (approx. $795,000) were received prior to December 31, 2021. Instalments amounting to US$375,000 (approx. $475,000) were received prior to March 31, 2022. Further instalments have been received in Q2 2022 and remain due in the period to September 2022. Once final payment is made ownership and title to the assets will pass to the purchaser. Taking into account the costs of sale, including storage and insurance of the LLTE for the instalment period, Gabriel expects to add to treasury net cash receipts of approximately US$1.6 million (approx. $2.0 million) in aggregate from the sale. Accordingly, the carrying amount of the LLTE has been written down to its fair value less costs of sale.

The instalments received have been recognised as advance payments for the LLTE disposal until such time as the final payment is made and title transfers to the purchaser.

(Unaudited and expressed in thousands of Canadian dollars, unless otherwise stated)

7. Sale of Recea Land

On February 2, 2022, RMGC concluded a conditional pre-sale agreement for the sale of 93 plots of land covering a total area of 68,229 sqm and a small number of buildings owned by RMGC as part of the housing construction project undertaken in the Recea resettlement neighborhood of Alba Iulia. Following the impairment of all Project related assets held as "mineral properties" in the consolidated statement of financial position in December 2015, the land is held at nil book value on the balance sheet of the Company.

Following the fulfilment of certain conditions of sale, a definitive sale and purchase agreement was signed by the parties on February 25, 2022. The agreed sale price is 1,000,000 EUR (approx. $1.45 million), to be received by RMGC in RON. At March 31, 2022, EUR 750,000 had been received by RMGC. The final instalment of 250,000 EUR was received on April 19, 2022.

8. Cash and cash equivalents and restricted cash

As at	**March 31 2022**	December 31 2021
Cash and cash equivalents	**2,338**	3,291
Restricted cash	**194**	203
	2,532	3,494

Cash at bank and on hand earns interest at floating rates based on daily bank deposit rates. Cash is readily accessible and is deposited at reputable financial institutions with acceptable credit standings.

The Group manages its domestic Romanian bank credit risk by centralizing custody, control and management of its surplus cash resources generated outside of Romania and only transferring money from its corporate office to its Romanian subsidiary based on near term cash requirements, thereby mitigating exposure to domestic Romanian banks. At March 31, 2022, the Group held $0.2 million in unrestricted cash and cash equivalents in Romanian banks (December 2021: $0.3 million).

Restricted cash represents cash collateralization of legally required environmental guarantees for future clean-up costs of $0.1 million and supplier deposits of $0.1 million.

9. Other receivables

Other receivables of $0.5 million at March 31, 2022 (December 31, 2021: $0.1 million) is comprised of (i) $0.4 million receivable from the purchaser of the Recea land (received on April 19 2022) and (ii) $0.1 million of group VAT receivable at the period end. The carrying amounts of accounts receivable are denominated in the following currencies:

	March 31 2022	December 31 2021
UK pound sterling	**4**	5
Romanian leu	**495**	130
	499	135

(Unaudited and expressed in thousands of Canadian dollars, unless otherwise stated)

10. Prepayments

	March 31 2022	December 31 2021
Corporate insurance	**71**	104
Mining tax	**181**	250
Costs of disposal	**229**	82
Property taxes	**95**	2
Other	**73**	91
	649	529

11. Trade and other payables

As at	March 31 2022	December 31 2021
Trade payables	**152**	181
Payroll liabilities	**310**	236
Advance payments in LLTE disposal	**1,253**	796
Accruals and other payables	**3,982**	4,089
	5,697	5,302

Trade and other payables are accounted for at amortized cost and are categorized as other financial liabilities. Accruals and other payables principally reflect the deferred payment of certain costs of work performed in the ICSID Arbitration leading up to the balance sheet dates, based upon a fee deferral agreement in respect of such costs incurred in 2021 and 2022 until an Award is issued.

The advance payments in LLTE disposal reflects the non-refundable deposit and instalments received in respect of the sale of the LLTE up to March 31, 2022, which will be recognized and offset against the carrying value of the LLTE once title to the assets passes to the purchaser following payment of the final instalment due in September 2022.

Trade and other payables represent liabilities incurred in the following currencies:

As at	March 31 2022	December 31 2021
UK pound sterling	**101**	93
Canadian Dollar	**214**	167
United States dollar	**4,927**	4,557
Euro	**7**	15
Romanian Leu	**448**	470
	5,697	5,302

12. Resettlement liabilities

RMGC previously had a program for purchasing homes in the Project area. Under the resettlement program residents were offered two choices; either to take the sale proceeds and move to a new location of their choosing or exchange their properties for a new property to be built by RMGC at a new resettlement site. For those residents who chose the new resettlement site alternative, the Company recorded a resettlement liability for the anticipated construction costs of the resettlement houses. The total resettlement liability balance at March 31, 2022 was $0.5 million (December 31, 2021: $0.5 million).

(Unaudited and expressed in thousands of Canadian dollars, unless otherwise stated)

13. Other current liabilities

The Company has a deferred share unit ("**DSU**") plan under which qualifying participants receive certain compensation in the form of DSUs. With effect from July 1, 2016, certain Company non-executive directors have received up to 100 per cent. of their director fees payable in DSUs. DSUs are initially valued at the five-day weighted average market price of the Common Shares at the date of grant, with the value adjusted to fair value based on the closing share price at the end of each subsequent reporting period.

As at March 31, 2022, the Company's share price decreased from $0.195 to $0.19 in comparison to December 31, 2021 and, accordingly, a fair value decrease of less than $0.1 million has been recorded in the DSU liability. This fair value decrease of existing DSUs is offset by the fair value of the DSUs issued during the period (less than $0.1 million).

14. Non-controlling interest

	Rosia Montana Gold Corporation S.A.
Balance - December 31, 2020	**3,887**
Currency translation adjustment	1
Balance - December 31, 2021	**3,888**
Currency translation adjustment	(14)
Balance - March 31, 2022	**3,874**

The Company has historically advanced loans totaling US$39.5 million to Minvest RM, the non-controlling shareholder of RMGC, to facilitate mandatory statutory share capital increases in RMGC in accordance with Romanian company law rules on capitalization. These loans, which remain outstanding at March 31, 2022, are non-interest bearing and according to their terms are to be repaid as and when RMGC distributes dividends to its shareholders. The loans are accounted for as part of the Group's net investment in RMGC and, accordingly, have been set-off against non-controlling interests in the Consolidated Statement of Financial Position. The loans and non-controlling interest components will be reflected individually at such time as repayment of the loans is made possible.

In December 2013, the Group was required to recapitalize RMGC in order to comply with minimum company law requirements. The subscription to RMGC share capital by the Company was effected through a conversion of existing intercompany debt. On January 17, 2014, the Group agreed to transfer to Minvest RM, for nil consideration, a proportion of the shares subscribed to in December 2013, with a face value of $20.4 million, in order to preserve the respective shareholdings in RMGC. This transfer gave rise to the disclosed non-controlling interest and subsequent accounting.

15. Related party transactions

The Group had related party transactions, with associated persons or corporations, which were undertaken in the normal course of operations as follows:

(a) There have been no related party transactions with Minvest RM, the non-controlling shareholder of RMGC since 2014.

(b) In July 2015, the Company entered into a services agreement with SC Total Business Land SRL ("**TBL**"), a Romanian entity controlled by current and former employees of RMGC, including the current CEO of Gabriel. TBL was set up after Gabriel entered into the ICSID Arbitration with a business purpose to provide specialized services to the Romanian market – for example archaeology, land planning and surveying, permitting, environmental assessment, and digital services. The incorporation of TBL enabled the Gabriel group to significantly reduce its cost base whilst maintaining compliance with its License obligations. The services agreement with TBL is terminable by each party with 30 days' notice and is for the provision of certain manpower to RMGC, primarily to conduct real estate maintenance on RMGC owned land and buildings, preservation of historical buildings, underground works, document management and other administration work. For the three-month period ended March 31, 2022, such charges amounted to approximately $0.1 million (March 31, 2021: $0.1 million).

(c) In December 2015 RMGC entered into an agreement with TBL to let office space in Alba Iulia for a fixed rate. In March 2020 RMGC entered into a further agreement with TBL to sub-let office space in Bucharest and to recharge applicable rent and utilities costs. This agreement is terminable by each party with 30 days' notice. For the three-month period ended March 31, 2022, such recharges by RMGC amounted to less than $0.1 million (March 31, 2021: less than $0.1 million).

(d) In June 2018, the Company entered into a facility agreement with TBL pursuant to which it agreed to lend $0.9 million to TBL. The loan is repayable in 2028, accrues interest at a rate of 1% per annum and is secured by a mortgage over certain assets of the borrower and personal guarantees in favor of the Company by the principals of TBL. By February 2019, TBL had drawn down the entire $0.9 million facility. In September 2020 $0.1 million of the loan was forgiven, and certain related personal guarantees released, as part of the severance agreement with certain RMGC employees. Partial payments of principal on the loan were received in 2019, 2020 and 2021. The balance of the loan at March 31, 2022 was $0.6 million (December 31, 2021: $0.6 million)

(e) In August 2018 TBL entered into a lease agreement with RMGC for a number of vehicles owned by TBL to be used by RMGC in its operations. The agreement was amended in October 2020 to decrease the number of vehicles in line with the severance of certain RMGC employees. The agreement also provides the recharge of tax, insurance and maintenance related costs incurred by TBL to RMGC. The term of the lease is 12 months. For the three-month period ended March 31, 2022, the charges amounted to less than $0.1 million (March 31, 2021: less than $0.1 million)

16. Private placements – issuance of convertible notes, warrants and equity

In recent years the Company has concluded a number of private placements, as summarized below, in order to fund the costs of the ICSID Arbitration, the continuance of operations in Romania and general working capital costs.

2014 and 2016 Private Placements

In 2014 and 2016, the Company completed private placements in which a total of 95,625 units were issued at a price of $1,000 per unit to raise aggregate gross proceeds of $95.625 million (the "**2014 and 2016 Private Placements**").

The units issued in the 2014 and 2016 Private Placements consisted, in aggregate, of:

- $95,625,000 of convertible subordinated unsecured notes, with an annual coupon of 0.025%, a conversion price of $0.3105 ("**Conversion Price**") and a maturity date of June 30, 2021 ("**Notes**");
- 111,536,250 Common Share purchase warrants which were exercisable at a price of $0.46 at any time prior to June 30, 2021; and
- 95,625 arbitration value rights ("AVRs"), comprising, in aggregate, of an entitlement to a pro rata share of 13.04% of any proceeds received in relation to the ICSID Arbitration, subject to a maximum aggregate entitlement of $304.3 million among all holders of such AVRs

In June 2020, a total of $4,763,000 of the Notes were converted into 15,339,773 Common Shares of the Company and 7,668,430 of the Common Share purchase warrants were exercised.

On June 30, 2021 the remaining Notes matured and the Company exercised its option ("**Common Share Repayment Right**") to repay all of the outstanding $90,862,000 principal amount of the Notes through the issue of Common Shares. In aggregate, 313,587,558 Common Shares were issued pursuant to the Common Share Repayment Right.

Also on June 30, 2021, the remaining 103,867,820 Common Share purchase warrants issued in the 2014 and 2016 Private Placements expired unexercised.

2018 Private Placement

On January 15, 2019, the Company announced it had completed final closing of a non-brokered private placement of 106,425,846 units at a price of $0.2475 per unit to raise gross proceeds of US$20 million (approximately $26.3 million) (the "**2018 Private Placement**").

The 2018 Private Placement was completed in two tranches closed on December 24, 2018, for a total of 80,702,475 units, and on January 15, 2019, by issuing a further 25,723,372 units. Each unit of the 2018 Private Placement consists of:

- One Common Share; and
- One Common Share purchase warrant, which entitles the holder to acquire one Common Share at an exercise price of $0.49 at any time prior to the date that is five years following the date of issue.

(Unaudited and expressed in thousands of Canadian dollars, unless otherwise stated)

16. Private placements (continued)

2019 Private Placement

On September 13, 2019, the Company announced it had completed final closing of a non-brokered private placement of 81,730,233 units at a price of $0.3225 per unit to raise gross proceeds of US$20 million (approximately $26.3 million) (the "**2019 Private Placement**").

The 2019 Private Placement was completed in two tranches closed on August 23, 2019, for a total of 76,504,263 units, and on September 13, 2019, by issuing the remaining 5,225,970 units. Each unit of the 2019 Private Placement consists of:

- One Common Share; and
- One Common Share purchase warrant, which entitles the holder to acquire one Common Share at an exercise price of $0.645 at any time prior to the date that is five years following the date of issue.

2020 Private Placement

On December 23, 2020, the Company announced it had completed final closing of a non-brokered private placement of 25,326,972 units at a price of $0.26 per unit to raise gross proceeds of US$5 million (approximately $6.6 million) (the "**2020 Private Placement**").

The 2020 Private Placement was completed in two tranches closed on December 18, 2020, for a total of 23,584,172 units, and on December 23, 2020, by issuing a further 1,742,800 units. Each unit of the 2020 Private Placement consisted of:

- One Common Share; and
- One half of a Common Share purchase warrant, each whole warrant entitling the holder to acquire one Common Share at an exercise price of $0.39 at any time prior to the date that is three years following the date of issue.

2021 Private Placement

On June 10, 2021, the Company announced it had completed closing of a non-brokered private placement of 30,444,800 Common Shares at a price of $0.245 per Common Share to raise gross proceeds of approximately $7.5 million (the "**2021 Private Placement**").

17. Share capital

Authorized:

Unlimited number of Common Shares without par value
Unlimited number of preferred shares, issuable in series, without par value (none outstanding).

Issued:

	Number of shares (000's)	**Amount[1]** (revised - note 2)
Balance - December 31, 2020	**623,107**	**916,256**
Shares issued on the exercise of RSUs	401	152
Shares issued in private placement	30,445	7,372
Shares issued on the repayment of convertible notes	313,588	90,712
Balance - December 31, 2021	**967,541**	**1,014,492**
Balance - March 31, 2022	**967,541**	**1,014,492**

[1] - Amounts in this column refer to amounts ***net*** of issue costs

(Unaudited and expressed in thousands of Canadian dollars, unless otherwise stated)

17. Share capital (Continued)

Common Share purchase warrants

A summary of Common Share purchase warrants issued and outstanding as at March 31, 2022, along with their exercise prices, is as follows:

Expiry date	Number of warrants	Exercise price (dollars)
December 18, 2023	11,792,086	0.390
December 21, 2023	80,702,475	0.490
December 23, 2023	871,400	0.390
January 15, 2024	25,723,372	0.490
August 23, 2024	76,504,263	0.645
September 13, 2024	5,225,970	0.645

Movements in the number and exercise price of Warrants were as follows:

	Number of warrants ('000)	Weighted average exercise price (dollars)
Balance - December 31, 2020	**304,687**	**0.52**
Expired	(103,867)	0.46
Balance - December 31, 2021	**200,820**	**0.55**
Balance - March 31, 2022	**200,820**	**0.55**

Share Options

The exercise price of incentive stock options ("**Share Options**") is determined as the higher of the five-day weighted average closing price of the Common Shares prior to the grant date of the Share Option and the closing price of the Common Shares on the day before the grant date of the Share Option. Share Options granted vest in accordance with milestones or vesting periods set by the Board at the grant date and are exercisable over up to ten years from the date of issuance.

The maximum number of Common Shares issuable under the Option Plan is fixed at 59,778,004.

As at March 31, 2022, Share Options held by directors, officers, employees and consultants were as follows:

	Outstanding			Exercisable		
Range of exercise prices (dollars)	Number of options (thousands)	Weighted average exercise price (dollars)	Weighted average remaining contractual life (years)	Number of options (thousands)	Weighted average exercise price (dollars)	Weighted average remaining contractual life (years)
0.22 - 0.30	2,928	0.25	8.2	2,710	0.25	8.1
0.31 - 0.40	13,744	0.36	5.6	12,859	0.36	5.8
0.41 - 0.50	11,054	0.45	6.7	11,054	0.45	6.7
0.51 - 0.60	88	0.57	7.5	88	0.57	7.5
0.61 - 0.70	481	0.65	4.4	481	0.65	4.4
0.71 - 0.80	5,000	0.79	1.8	5,000	0.79	1.8
	33,295	0.45	5.6	32,192	0.45	5.6

(Unaudited and expressed in thousands of Canadian dollars, unless otherwise stated)

17. Share capital (Continued)

The estimated fair value of Share Options is amortized using graded vesting over the period in which the Share Options vest. For those Share Options which vest on a single date, either on issuance or on achievement of milestones (the 'measurement date'), the fair value of these Share Options is amortized using graded vesting over the anticipated vesting period.

Certain Share Option grants have performance vesting conditions. The fair value of these Share Options that vest upon achievement of milestones will be recognized and expensed over the estimated vesting period of these Share Options. Adjustments resulting from the recalculation of the estimated vesting periods are recorded in the Condensed Consolidated Statement of Comprehensive Loss.

Movements in the number and exercise price of Director, officer, employee and consultant Share Options were as follows:

	Number of options ('000)	**Weighted average exercise price (dollars)**
Balance - December 31, 2020	**31,109**	**0.46**
Options granted	1,888	0.25
Balance - December 31, 2021	**32,997**	**0.45**
Options granted	**298**	**0.20**
Balance - March 31, 2022	**33,295**	**0.45**

During the three-month period ended March 31, 2022, 0.3 million Share Options were granted at a weighted average exercise price across all grants of $0.20, all of which vested immediately.

In the corresponding three-month period ended March 31, 2021, 0.9 million Share Options were granted at a weighted average exercise price across all grants of $0.22, of which 0.4 million vested immediately and the remaining 0.5 million vest on the first anniversary of grant.

The valuation of the Share Options granted was calculated using a Black-Scholes valuation model with the following assumptions:

	March 31 2022	December 31 2021
Weighted average risk-free interest rate	**1.49%**	0.75%
Volatility of share price	**77%**	80%
Weighted average life of options (years)	**5.0**	5.1
Pre-vesting forfeiture rate	**0%**	10%
Weighted average fair value of awards ($)	**0.12**	0.16

At March 31, 2022, the fair value of Share Options to be expensed is $0.1 million (December 2021: $0.1 million).

(Unaudited and expressed in thousands of Canadian dollars, unless otherwise stated)

18. Loss per share

	3 months ended March 31 **2022**	2021
Loss for the period attributable to owners of the parent	**877**	8,600
Weighted-average number of common shares (000's)	**967,540**	623,338
Basic and diluted loss per share	**$0.00**	$0.01

As at March 31, 2022, the Company had 967,540,188 common shares in issue. While the Company is in a loss-making position, the effect of potential share issuances under Share Options, DSUs, RSUs and warrants of 238,136,280 common shares in aggregate would be anti-dilutive. Diluted loss per share is therefore deemed to be the same as basic loss per share.

19. Commitments

The following is a summary of Canadian dollar equivalent of the contractual commitments of the Group, including payments due for each of the next five years and thereafter:

	Total	**2022**	**2023**	**2024**	**2025**	**2026**	**Thereafter**
Operating lease commitments							
Rosia Montana exploitation license	363	242	121	-	-	-	-
Surface concession rights	929	31	31	31	31	31	774
Property lease agreements	89	89	-	-	-	-	-
Total commitments	1,381	362	152	31	31	31	774

20. Contingent liabilities

The Company has a number of contingent liabilities which may accrue on the issuance of an Award, namely***:***

(i) in respect of an agreement to defer certain professional fees incurred and to be incurred in connection with the execution of the ICSID Arbitration. Such fees up to a limit of US$3 million are to be deferred in full. Any fees incurred under the deferred fee agreement in excess of US$3 million are required to be settled by the Company 50% as they are incurred, with the balance being added to the deferred amount. All deferred fees are payable within six months of issuance of an Award and are subject to a multiplier if such Award is made in favour of the Claimants above certain monetary thresholds. The Company accrues fees as incurred within its current liabilities but not the potential additional fees payable under the deferred fee arrangement if the multiplier is applicable, since such fees cannot be determined prior to issuance of an Award. In accordance with the deferred fee agreement, the liability of the Company which would occur under certain Award scenarios wound fall in the range of one to five times the fees actually incurred and deferred.

(ii) in respect of 95,625 arbitration value rights ("**AVR**s"), comprising:

a. 55,000 AVRs entitling the holders to a pro rata share of 7.5% of any proceeds arising from any monies received by the Company and/or any of its affiliates pursuant to any settlement or Award irrevocably made in its favour, subject to a maximum aggregate entitlement of $175 million among all holders of such AVRs; and

(Unaudited and expressed in thousands of Canadian dollars, unless otherwise stated)

20. Contingent liabilities (continued)

b. 40,625 AVRs entitling the holders to a pro rata share of 5.54% of any proceeds arising from any Award, subject to a maximum aggregate entitlement of $129.3 million among all holders of such AVRs.

(iii) in respect of the key employee engagement plan ("**KEEP**"), an arbitration-focused retention and incentive program established by the Company in 2016. Its aim is to ensure the long-term participation and incentivization of the Group's personnel, including its executive management, employees, non-executive directors and other contributors in pursuing the ICSID Arbitration through to a successful recovery. The KEEP is a trust established by the Claimants, as settlors, pursuant to a trust agreement dated July 2016, as amended. Subject to its terms and conditions, the KEEP provides that in the event that an Award is made in favor of, or a settlement is accepted by, Gabriel in connection with the ICSID Arbitration proceedings, the Claimants will pay, or procure the payment, to the KEEP trust. Such payment will be made following receipt of the proceeds awarded to the Claimants (inclusive of any non-monetary consideration) and subject to the payment of any taxes, payable or required to be withheld by the Claimants or by law, in an amount of cash equal to: (i) 7.5% of the first US$500 million of the proceeds; and (ii) 2.5% of any amount of proceeds in excess of US$500 million.

(iv) in June 2017, Gabriel entered into a settlement and release agreement to resolve a contractual dispute with a third-party agent regarding a contested obligation to pay certain commission to such agent (the "**Settlement Agreement**"). Pursuant to the terms of the Settlement Agreement, the Company is obligated to pay to the agent a fee based upon the receipt of funds paid by the Respondent to the Company in relation to the ICSID Arbitration claim, if any, up to a maximum amount of US$1.74m, within 90 days of receipt of such funds.

21. Segmental information

Operating segments are reported in a manner consistent with internal reporting provided to the chief operating decision-maker. The chief operating decision-maker is responsible for allocating resources and assessing performance of the operating segments and has been identified as the Company's Chief Executive Officer.

The Group has two segments: the first being the Romanian operating company, the principal activity of which was formerly the exploration, evaluation and development of precious metal mining projects in the country (designated as "Romania"). The rest of the entities within the Group form part of a secondary segment (designated as "Corporate").

The segmental report is as follows:

	Romania		Corporate		Total	
For the three-month period ended March 31,	**2022**	2021	**2022**	2021	**2022**	2021
Reportable items in the Condensed Consolidated Income Statement and Comprehensive Loss						
Interest received	**-**	-	**(2)**	(9)	**(2)**	(9)
Finance costs-convertible notes accretion	**-**	-	**-**	2,578	**-**	2,578
Depreciation	**6**	6	**1**	2	**7**	8
Reportable segment loss	**(317)**	1,439	**1,194**	7,161	**877**	8,600
As at March 31,	**2022**	2021	**2022**	2021	**2022**	2021
Reportable segment in Condensed Consolidated Statement of Financial Position						
Reportable segment current assets and assets classified as held for sale	**3,619**	3,773	**1,831**	2,575	**5,450**	6,348
Reportable segment non - current assets	**190**	317	**643**	616	**833**	933
Reportable segment liabilities	**(1,000)**	(1,077)	**(6,087)**	(93,069)	**(7,087)**	(94,146)

The Group's assets classified as held for sale are predominantly located in port facilities within the European Union.

22. Post balance sheet events

Private Placement

On May 24, 2022, the Company announced a non-brokered private placement (the "**2022 Private Placement**") of 33,105,117 common shares of the Company ("**Common Shares**") at a price of $0.215 each for gross proceeds of US$ 5.6 million (approximately $ 7.1 million). The closing of the 2022 Private placement is subject to certain conditions, including, but not limited to, the approval of the Exchange and the receipt of all other applicable approvals and is expected to complete on or about June 20, 2022. The Company will use the proceeds from the 2022 Private Placement to finance the ongoing costs of the ICSID Arbitration and for general working capital requirements.