

---

**MANITOU GOLD INC.**  
**CONDENSED CONSOLIDATED INTERIM**  
**FINANCIAL STATEMENTS**  
**THREE AND SIX MONTHS ENDED**  
**JUNE 30, 2020**  
**(EXPRESSED IN CANADIAN DOLLARS)**  
**(UNAUDITED)**

---

**Notice To Reader**

The accompanying unaudited condensed consolidated interim financial statements of Manitou Gold Inc. (the "Company") have been prepared by and are the responsibility of management. The unaudited condensed consolidated interim financial statements have not been reviewed by the Company's auditors.

---

**Manitou Gold Inc.****Condensed Consolidated Interim Statements of Financial Position****(Expressed in Canadian Dollars)****Unaudited**

---

	June 30, 2020	December 31, 2019
<b>Assets</b>		
<b>Current assets</b>		
Cash	\$ 3,567,852	\$ 2,744,913
Amounts receivable and other assets (note 3)	198,842	196,639
<b>Total assets</b>	<b>\$ 3,766,694</b>	<b>\$ 2,941,552</b>
<b>Liabilities and Shareholders' Equity</b>		
<b>Current liabilities</b>		
Accounts payable and accrued liabilities (notes 4 and 10)	\$ 196,747	\$ 162,663
Flow-through share liability (note 5(b))	366,335	945,335
<b>Total liabilities</b>	<b>563,082</b>	<b>1,107,998</b>
<b>Shareholders' equity</b>		
Share capital (note 5)	21,123,980	19,288,122
Warrants (note 6)	2,124,212	1,290,212
Contributed surplus (note 7)	508,510	302,510
Deficit	(20,553,090)	(19,047,290)
<b>Total shareholders' equity</b>	<b>3,203,612</b>	<b>1,833,554</b>
<b>Total shareholders' equity and liabilities</b>	<b>\$ 3,766,694</b>	<b>\$ 2,941,552</b>

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

Nature of Operations and Going Concern (note 1)

Commitments and Contingencies (note 11)

## Manitou Gold Inc.

### Condensed Consolidated Interim Statements of Loss and Comprehensive Loss

(Expressed in Canadian Dollars)

Unaudited

	Three Months Ended June 30, 2020	Three Months Ended June 30, 2019	Six Months Ended June 30, 2020	Six Months Ended June 30, 2019
<b>General and administrative expense</b>				
Exploration and evaluation expenditures (note 9) \$	812,139	\$ 182,717	\$ 1,576,815	\$ 455,040
Option-based payments (note 7)	30,000	-	206,000	-
Office and general (note 10)	70,480	258,187	286,031	600,450
Professional fees (note 10)	33,790	17,476	75,954	36,133
Total general and administrative expense	946,409	458,380	2,144,800	1,091,623
Loss before interest and other income	(946,409)	(458,380)	(2,144,800)	(1,091,623)
Other income	-	-	-	275
Flow-through premium income	310,600	-	639,000	-
<b>Net loss and comprehensive loss for the period</b> \$	<b>(635,809)</b>	<b>\$ (458,380)</b>	<b>\$ (1,505,800)</b>	<b>\$ (1,091,348)</b>
<b>Net loss and comprehensive loss per share - basic and diluted</b>	<b>\$ (0.00)</b>	<b>\$ (0.00)</b>	<b>\$ (0.01)</b>	<b>\$ (0.01)</b>
<b>Weighted average number of shares outstanding - basic and diluted (note 8)</b>	<b>225,237,219</b>	<b>115,437,879</b>	<b>215,545,843</b>	<b>110,846,562</b>

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

## Manitou Gold Inc.

### Condensed Consolidated Interim Statements of Cash Flows

(Expressed in Canadian Dollars)

Unaudited

	Six Months Ended June 30, 2020	Six Months Ended June 30, 2019
<b>Operating activities</b>		
Net loss for the period	\$ (1,505,800)	\$ (1,091,348)
Adjustments for:		
Option-based payments (note 7)	206,000	-
Shares issued on acquisition of property rights (note 9)	225,000	75,000
Flow-through premium income	(639,000)	-
Changes in non-cash working capital items:		
Amounts receivable and other assets	(2,203)	(329,239)
Accounts payable and accrued liabilities	34,084	26,347
<b>Net cash used in operating activities</b>	<b>(1,681,919)</b>	<b>(1,319,240)</b>
<b>Financing activities</b>		
Issuance of units and shares	2,689,220	1,303,700
Cost of issue	(184,362)	(21,915)
<b>Net cash provided by financing activities</b>	<b>2,504,858</b>	<b>1,281,785</b>
<b>Net change in cash</b>	<b>822,939</b>	<b>(37,455)</b>
<b>Cash, beginning of period</b>	<b>2,744,913</b>	<b>330,969</b>
<b>Cash, end of period</b>	<b>\$ 3,567,852</b>	<b>\$ 293,514</b>
<b>Supplemental cash flow information</b>		
Broker warrants issued	\$ 145,000	\$ 10,558
Finder's units issued	\$ -	\$ 15,250

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

## Manitou Gold Inc.

### Condensed Consolidated Interim Statements of Changes in Shareholders' Equity

(Expressed in Canadian Dollars)

Unaudited

#### Equity attributable to shareholders

	Number of Shares	Share Capital	Warrants	Contributed Surplus	Deficit	Total
<b>Balance, December 31, 2018</b>	<b>102,394,676</b>	<b>\$ 17,064,269</b>	<b>\$ 554,415</b>	<b>\$ 409,519</b>	<b>\$(17,364,797)</b>	<b>\$ 663,406</b>
Issue of units and shares (note 5(b))	18,392,143	1,318,950	-	-	-	1,318,950
Cost of issue (note 5(b))	-	(47,723)	10,558	-	-	(37,165)
Flow-through share liability (note 5(b))	-	(103,187)	-	-	-	(103,187)
Warrant valuation (note 5(b))	-	(253,724)	253,724	-	-	-
Shares issued for property acquisition (note 9)	1,500,000	75,000	-	-	-	75,000
Stock options expired (note 7)	-	-	-	(59,186)	59,186	-
Net loss for the period	-	-	-	-	(1,091,348)	(1,091,348)
<b>Balance, June 30, 2019</b>	<b>122,286,819</b>	<b>\$ 18,053,585</b>	<b>\$ 818,697</b>	<b>\$ 350,333</b>	<b>\$(18,396,959)</b>	<b>\$ 825,656</b>
<b>Balance, December 31, 2019</b>	<b>184,286,819</b>	<b>\$ 19,288,122</b>	<b>\$ 1,290,212</b>	<b>\$ 302,510</b>	<b>\$(19,047,290)</b>	<b>\$ 1,833,554</b>
Issue of units and shares (note 5(b))	42,006,664	2,689,220	-	-	-	2,689,220
Cost of issue (note 5(b))	-	(329,362)	145,000	-	-	(184,362)
Flow-through share liability (note 5(b))	-	(60,000)	-	-	-	(60,000)
Warrant valuation (note 5(b))	-	(689,000)	689,000	-	-	-
Shares issued for property acquisition (note 9)	4,500,000	225,000	-	-	-	225,000
Option-based payments (note 7)	-	-	-	206,000	-	206,000
Net loss for the period	-	-	-	-	(1,505,800)	(1,505,800)
<b>Balance, June 30, 2020</b>	<b>230,793,483</b>	<b>\$ 21,123,980</b>	<b>\$ 2,124,212</b>	<b>\$ 508,510</b>	<b>\$(20,553,090)</b>	<b>\$ 3,203,612</b>

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

---

# Manitou Gold Inc.

## Notes to Condensed Consolidated Interim Financial Statements

Three and Six Months Ended June 30, 2020

(Expressed in Canadian Dollars)

Unaudited

---

### 1. Nature of Operations and Going Concern

Manitou Gold Inc. (the "Company" or "Manitou") was incorporated under the Business Corporations Act (Ontario) and is engaged in the business of locating and exploring mineral properties. Substantially all of the efforts of the Company are devoted to these business activities. To date, the Company has not earned significant revenues and is considered to be in the exploration stage. The Company's registered office is located at The Canadian Venture Building, 82 Richmond St. East, Toronto, Ontario, M5C 1P1.

These unaudited condensed consolidated interim financial statements have been prepared using accounting policies applicable to a going concern, which contemplates the realization of assets and settlement of liabilities in the normal course of business as they become due.

The Company is at an exploration stage and as is common with many exploration companies, it raises financing for its exploration and acquisition activities. The Company has incurred losses in previous periods, with a current net loss of \$1,505,800 for the six months ended June 30, 2020 (six months ended June 30, 2019 - loss of \$1,091,348) and has an accumulated deficit of \$20,553,090 as at June 30, 2020 (December 31, 2019 - \$19,047,290). The Company had working capital of \$3,203,612 at June 30, 2020 (December 31, 2019 - \$1,833,554).

However, the existing funds may not be sufficient to explore potential exploration project acquisitions and in due course, further funding will be required. In the event that the Company is unable to secure further financing it may not be able to complete the development of its projects.

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest, in accordance with industry standards for the current stage of operations of such properties, these procedures do not guarantee the Company's title. Property title may be subject to government licensing requirements or regulations, unregistered prior agreements, unregistered claims, aboriginal claims, and non-compliance with regulatory and environmental requirements. The Company's assets may also be subject to increases in taxes and royalties, renegotiation of contracts and political uncertainty.

Due to continuing operating losses and limited working capital, the Company's ability to continue as a going concern is dependent on its ability to obtain additional sources of financing to successfully explore, evaluate and develop mineral projects and ultimately, to achieve profitable operations. The success of these endeavours cannot be predicted at this time. These conditions indicate the existence of some uncertainty that may cast doubt on the Company's ability to continue as a going concern. The unaudited condensed consolidated interim financial statements do not reflect adjustments to the carrying values and classification of assets and liabilities that might be necessary should the Company be unable to continue as a going concern, and such adjustments may be material.

The Company's operations could be significantly adversely affected by the effects of a widespread global outbreak of a contagious disease, including the recent outbreak of respiratory illness caused by COVID-19. The Company cannot accurately predict the impact COVID-19 will have on its operations and the ability of others to meet their obligations with the Company, including uncertainties relating to the ultimate geographic spread of the virus, the severity of the disease, the duration of the outbreak, and the length of travel and quarantine restrictions imposed by governments of affected countries. In addition, a significant outbreak of contagious diseases in the human population could result in a widespread health crisis that could adversely affect the economies and financial markets of many countries, resulting in an economic downturn that could further affect the Company's operations and ability to finance its operations.

---

# Manitou Gold Inc.

## Notes to Condensed Consolidated Interim Financial Statements

Three and Six Months Ended June 30, 2020

(Expressed in Canadian Dollars)

Unaudited

---

### 2. Significant Accounting Policies

#### Statement of Compliance

The Company applies International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations issued by the IFRS Interpretations Committee. These unaudited condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard 34 - Interim Financial Reporting. Accordingly, they do not include all of the information required for full annual financial statements.

The policies applied in these unaudited condensed consolidated interim financial statements are based on IFRS issued and outstanding as of August 28, 2020, the date the Board of Directors approved the statements. The same accounting policies and methods of computation are followed in these unaudited condensed consolidated interim financial statements as compared with the most recent annual consolidated financial statements as at and for the year ended December 31, 2019, except as noted below. Any subsequent changes to IFRS that are given effect in the Company's annual consolidated financial statements for the year ending December 31, 2020 could result in restatement of these unaudited condensed consolidated interim financial statements. These adjustments could be material.

#### Changes in Accounting Policies

IAS 1 - Presentation of Financial statements ("IAS 1") and IAS 8 – Accounting Policies, Changes in Accounting Estimates and Errors ("IAS 8")

In October 2018, the IASB issued amendments to IAS 1 and IAS 8 to align the definition of "material" across the standards and to clarify certain aspects of the definition. The objective of this amendment is to improve disclosure effectiveness in the financial statements by improving the understanding of the existing requirements rather than to significantly impact an entity's materiality judgements. The amendments apply prospectively to annual periods beginning on or after January 1, 2020, with earlier application permitted. There was no significant impact from the adoption of these amendments.

### 3. Amounts Receivable and Other Assets

	June 30, 2020	December 31, 2019
Sales tax receivable - (Canada)	\$ 140,595	\$ 5,591
Prepaid expenses	58,247	166,048
Subscription receivable	-	25,000
Total	\$ 198,842	\$ 196,639

### 4. Accounts Payable and Accrued Liabilities

	June 30, 2020	December 31, 2019
Trade payables	\$ 191,047	\$ 147,963
Accrued liabilities	5,700	14,700
Total	\$ 196,747	\$ 162,663

# Manitou Gold Inc.

## Notes to Condensed Consolidated Interim Financial Statements

Three and Six Months Ended June 30, 2020

(Expressed in Canadian Dollars)

Unaudited

### 5. Share Capital

#### (a) Authorized share capital

The authorized share capital consists of an unlimited number of common shares. The common shares do not have a par value. All issued shares are fully paid.

#### (b) Common shares issued

At June 30, 2020, the issued share capital amounted to \$21,123,980. The changes in issued share capital for the periods presented were as follows:

	Number of Shares	Amount
<b>Balance at December 31, 2018</b>	<b>102,394,676</b>	<b>\$ 17,064,269</b>
Issue of units and shares (i)(ii)	18,392,143	1,318,950
Cost of issue (i)(ii)	-	(47,723)
Flow-through share liability (ii)	-	(103,187)
Warrant valuation (i)(ii)	-	(253,724)
Shares issued for property acquisition (note 9)	1,500,000	75,000
<b>Balance at June 30, 2019</b>	<b>122,286,819</b>	<b>\$ 18,053,585</b>
<b>Balance at December 31, 2019</b>	<b>184,286,819</b>	<b>\$ 19,288,122</b>
Issue of units and shares (iv)(v)	42,006,664	2,689,220
Cost of issue (iv)	-	(329,362)
Warrant valuation (iv)	-	(689,000)
Flow-through share liability (iv)	-	(60,000)
Shares issued for property acquisition (note 9)	4,500,000	225,000
<b>Balance at June 30, 2020</b>	<b>230,793,483</b>	<b>\$ 21,123,980</b>

(i) On February 28, 2019, the Company completed a non-brokered private placement (the "February 2019 Offering") pursuant to which it has issued (i) 7,310,000 units ("February 2019 Hard Units") at a price of \$0.08 per February 2019 Hard Unit to raise aggregate gross proceeds of \$584,800; and (ii) 3,750,000 flow-through units ("February 2019 FT Units") at a price of \$0.08 per February 2019 FT Unit to raise aggregate gross proceeds of \$300,000. Each February 2019 Hard Unit consists of one common share of the Company and one-half of one share purchase warrant (each whole such share warrant, a "February 2019 Warrant"), and each February 2019 FT Unit consists of one flow-through common share of the Company and one-half of one February 2019 Warrant. Each February 2019 Warrant entitles the holder to acquire one additional common share of the Company at an exercise price of \$0.15 and expires 3 years from the closing date of the February 2019 Offering. Insiders of the Company subscribed for an aggregate 3,750,000 February 2019 FT Units in the Offering, being Mr. Richard Murphy, CEO of the Company, subscribing for 2,500,000 February 2019 FT Units and Mr. Patrice Dubreuil, former President of the Company, subscribing for 1,250,000 February 2019 FT Units.



---

## Manitou Gold Inc.

### Notes to Condensed Consolidated Interim Financial Statements

Three and Six Months Ended June 30, 2020

(Expressed in Canadian Dollars)

Unaudited

---

#### 5. Share Capital (Continued)

(b) Common shares issued (continued)

(i) (continued) The 5,530,000 February 2019 Warrants issued were assigned a value of \$236,539 using the Black-Scholes valuation model. The underlying weighted average assumptions used in the estimation of fair value in the Black-Scholes valuation model are as follows:

- Risk free rate: 1.79%;
- Expected life: 3 years;
- Expected volatility: 155% based on historical trends;
- Share price: \$0.06; and
- Expected dividend yield: 0%.

(ii) On June 6, 2019, the Company completed a non-brokered private placement (the "June 2019 Offering") pursuant to which it has issued (i) 3,650,000 units ("June 2019 Hard Units") at a price of \$0.05 per June 2019 Hard Unit to raise aggregate gross proceeds of \$182,500; and (ii) 3,377,143 flow-through common shares ("June 2019 FT Shares") at a price of \$0.07 per June 2019 FT Share to raise aggregate gross proceeds of \$236,400. Each June 2019 Hard Unit consists of one common share of the Company and one-half of one share purchase warrant (each whole warrant, a "June 2019 Warrant"). Each June 2019 Warrant entitles the holder to acquire one additional common share of the Company at an exercise price of \$0.10 and expires 2 years from the closing date of the June 2019 Offering. In connection with the June 2019 Offering, the Company also issued an aggregate of 305,000 June 2019 Hard Units as finders' fees, as well as 305,000 broker warrants ("June 2019 Broker Warrants"), which each June 2019 Broker Warrant being exercisable to acquire one June 2019 Hard Unit at an exercise price of \$0.05 until June 6, 2021. Mr. Carmelo Marrelli, an officer of the Company, subscribed for 200,000 June 2019 Hard Units.

The 1,977,500 June 2019 Warrants issued were assigned a value of \$42,925 and the 305,000 June 2019 Broker Warrants issued were assigned a value of \$10,558 using the Black-Scholes valuation model. The underlying weighted average assumptions used in the estimation of fair value in the Black-Scholes valuation model are as follows:

- Risk free rate: 1.38%;
- Expected life: 2 years;
- Expected volatility: 143% based on historical trends;
- Weighted average share price: \$0.04; and
- Expected dividend yield: 0%.

The Company recognized a flow-through premium of \$103,187 on the June 2019 FT Shares which is included in flow-through share liability and has a commitment to incur \$236,400 on exploration expenditures.

---

# Manitou Gold Inc.

## Notes to Condensed Consolidated Interim Financial Statements

Three and Six Months Ended June 30, 2020

(Expressed in Canadian Dollars)

Unaudited

---

### 5. Share Capital (Continued)

#### (b) Common shares issued (continued)

(iii) On December 31, 2019, the Company completed a non-brokered private placement (the "December 2019 Offering") pursuant to which it issued (i) 20,000,000 units ("December 2019 Units") at a price of \$0.05 per unit to raise aggregate gross proceeds of \$1,000,000; and (ii) 40,000,000 flow-through common shares ("December 2019 FT Shares") at a price of \$0.05 per common share to raise aggregate gross proceeds of \$2,000,000. Each December 2019 Unit consists of one common share of the Company and one share purchase warrant ("December 2019 Warrant"). Each December 2019 Warrant entitles the holder to acquire one additional common share of the Company at an exercise price of \$0.05 and expires 5 years from the closing date of the December 2019 Offering. In connection with the December 2019 Offering, the Company also paid \$240,000 of cash brokerage fees and issued an aggregate of 4,800,000 broker warrants ("December 2019 Broker Warrants"). Each December 2019 Broker Warrant entitles the holder to acquire one December 2019 Unit at an exercise price of \$0.05 for a period of 5 years from the closing of the December 2019 Offering. Insiders of the Company subscribed for an aggregate of 1,100,000 December 2019 Units in the December 2019 Offering, being Mr. Richard Murphy, CEO of the Company, subscribing for 600,000 December 2019 Units and Mr. Patrice Dubreuil, former President of the Company, subscribing for 500,000 December 2019 Units.

The 20,000,000 December 2019 Warrants issued were assigned a value of \$472,668 and the 4,800,000 December 2019 Broker Warrants issued were assigned a value of \$221,776 using the Black-Scholes valuation model. The underlying weighted average assumptions used in the estimation of fair value in the Black-Scholes valuation model are as follows:

- Risk free rate: 1.68%;
- Expected life: 5 years;
- Expected volatility: 157% based on historical trends; and
- Share price: \$0.03; and
- Expected dividend yield: 0%.

The Company recognized a flow-through premium of \$945,335 on the December 2019 FT Shares which is included in flow-through share liability and has a commitment to incur \$2,000,000 on exploration expenditures.

Alamos Gold Inc. ("Alamos") purchased 36,673,077 common shares in connection with the December 2019 Offering, representing approximately 19.9% of the issued and outstanding common shares of Manitou immediately post-closing, as calculated on a non-diluted basis. Prior to the December 2019 Offering, Alamos did not hold any common shares of Manitou. Alamos and Manitou have entered into an Investor Rights Agreement, which provides Alamos with (i) the right to nominate one director to Manitou's board of directors, (ii) non-dilution rights, such that Alamos can retain its pro-rata ownership in Manitou by participating in any subsequent share issuance, so long as Alamos retains at least 10% ownership of Manitou's common shares outstanding on a partially diluted basis, and (iii) the right to participate in a joint Exploration Committee which will be established to discuss and advise on exploration strategy for Manitou's Goudreau Project.

O3 Mining Inc. and its assignees collectively purchased an aggregate of 14,500,000 Units in the December 2019 Offering, representing approximately 7.9% of the issued and outstanding common shares of Manitou immediately post-closing, as calculated on a non-diluted basis (or 15.7% on a partially diluted basis assuming exercise of the warrants comprising such Units only). Manitou granted O3 Mining Inc. the right to nominate one director to Manitou's board of directors, as well as non-dilution rights such that O3 Mining Inc. can retain the pro-rata ownership of it and its assignees in Manitou as held immediately post-closing by participating, directly or through assignees, in any subsequent share issuance, so long as O3 Mining Inc. and its assignees retain at least 7.5% of Manitou's outstanding common shares, as calculated on a partially diluted basis.

---

## Manitou Gold Inc.

### Notes to Condensed Consolidated Interim Financial Statements

Three and Six Months Ended June 30, 2020

(Expressed in Canadian Dollars)

Unaudited

---

#### 5. Share Capital (Continued)

##### (b) Common shares issued (continued)

(iv) On February 13, 2020, the Company completed a private placement ("February 2020 Offering") pursuant to which it issued (i) 28,888,666 units (the "February 2020 Hard Units") at a price of \$0.06 per unit to raise aggregate gross proceeds of \$1,733,320; and (ii) 11,999,998 flow-through common shares ("February 2020 FT Shares") at a price of \$0.075 per share to raise gross proceeds of \$900,000. Each February 2020 Hard Unit consists of one common share of the Company and one share purchase warrant. Each warrant entitles the holder to acquire one additional common share of the Company at an exercise price of \$0.09 until the date which is 3 years from the closing date of the February 2020 Offering. Alamos Gold Inc. ("Alamos") subscribed for 4,520,000 February 2020 Hard Units and Mr. Blair Zarisky, a director of the Company, subscribed for 266,666 February 2020 FT Shares.

The 28,888,666 warrants issued were assigned a value of \$689,000 using the Black-Scholes valuation model. The underlying weighted average assumptions used in the estimation of fair value in the Black-Scholes valuation model are as follows:

- Risk free rate: 1.47%;
- Expected life: 3 years;
- Expected volatility: 139% based on historical trends; and
- Share price: \$0.04; and
- Expected dividend yield: 0%.

The Company recognized a flow-through premium of \$60,000 on the February 2020 FT Shares which is included in flow-through share liability and has a commitment to incur \$900,000 on exploration expenditures.

In connection with the February 2020 Offering, the Company paid a cash commission and other fees of \$184,362 and issued an aggregate of 2,608,026 broker warrants. Each broker warrant is exercisable to acquire one February 2020 Hard Unit at an exercise price of \$0.06 for a period of 3 years following the closing of the February 2020 Offering.

The 2,608,026 broker warrants issued were assigned a value of \$145,000 using the Black-Scholes valuation model. The underlying weighted average assumptions used in the estimation of fair value in the Black-Scholes valuation model are as follows:

- Risk free rate: 1.47%;
- Expected life: 3 years;
- Expected volatility: 139% based on historical trends; and
- Share price: \$0.07; and
- Expected dividend yield: 0%.

(v) On June 30, 2020, in connection with the shares issued for property acquisition (see note 9), Alamos exercised its right to maintain its pro rata interest in the Company and subscribed for an aggregate of 1,118,000 common shares at a price of \$0.05 per share for gross proceeds of \$55,900.

## Manitou Gold Inc.

### Notes to Condensed Consolidated Interim Financial Statements

Three and Six Months Ended June 30, 2020

(Expressed in Canadian Dollars)

Unaudited

#### 6. Warrants

The following table reflects the continuity of warrants for the periods ended June 30, 2020 and 2019:

	Number of Warrants	Weighted Average Exercise Price
<b>Balance at December 31, 2018</b>	<b>12,644,033</b>	<b>\$ 0.14</b>
Warrants granted (note 5(b))	7,812,500	0.13
<b>Balance at June 30, 2019</b>	<b>20,456,533</b>	<b>\$ 0.14</b>
<b>Balance at December 31, 2019</b>	<b>41,391,200</b>	<b>\$ 0.09</b>
Warrants granted (note 5(b))	31,496,692	0.09
<b>Balance at June 30, 2020</b>	<b>72,887,892</b>	<b>\$ 0.09</b>

The Company had the following warrants outstanding at June 30, 2020:

Number of Warrants	Weighted Average Exercise Price (\$)	Expiry Date
1,977,500	0.10	June 6, 2021
305,000 (i)	0.05	June 6, 2021
8,677,900	0.15	July 31, 2021
100,800 (ii)	0.08	July 31, 2021
5,530,000	0.15	February 28, 2022
28,888,666	0.09	February 13, 2023
2,608,026 (iii)	0.06	February 13, 2023
20,000,000	0.05	December 31, 2024
4,800,000 (iv)	0.05	December 31, 2024
<b>72,887,892</b>	<b>0.09</b>	

(i) Exercisable into a unit, comprised of one common share and one half purchase warrant exercisable at \$0.10 for a period of two years.

(ii) Exercisable into a unit, comprised of one common share and one half purchase warrant exercisable at \$0.15 for a period of two years.

(iii) Exercisable into a unit, comprised of one common share and one purchase warrant exercisable at \$0.09 for a period of three years.

(iv) Exercisable into a unit, comprised of one common share and one purchase warrant exercisable at \$0.05 for a period of five years.

# Manitou Gold Inc.

## Notes to Condensed Consolidated Interim Financial Statements

Three and Six Months Ended June 30, 2020

(Expressed in Canadian Dollars)

Unaudited

### 7. Stock Options

The Company has a formal stock option plan (the "Plan"). At the annual and special meeting held on June 20, 2019, the Company passed a resolution amending the existing stock option plan of the Company to provide for the issuance thereunder of such number of common shares of the Company as is equal to 10% of the aggregate number of common shares of the Company issued and outstanding from time to time. The following table reflects the continuity of stock options for the periods ended June 30, 2020 and 2019:

	Number of Options	Weighted Average Exercise Price
<b>Balance at December 31, 2018</b>	<b>6,250,000</b>	<b>\$ 0.10</b>
Stock options expired	(1,000,000)	0.10
<b>Balance at June 30, 2019</b>	<b>5,250,000</b>	<b>\$ 0.10</b>
<b>Balance at December 31, 2019</b>	<b>11,350,000</b>	<b>\$ 0.10</b>
Stock options granted (i)(ii)	4,000,000	0.10
<b>Balance at June 30, 2020</b>	<b>15,350,000</b>	<b>\$ 0.10</b>

(i) On February 14, 2020, the Company issued an aggregate of 3,000,000 stock options to a director, an officer and a consultant of the Company. Each stock option entitles the holder to acquire one common share of the Company at an exercise price of \$0.10 until February 14, 2025 and vests immediately. The grant date fair value of \$176,000 was assigned to the stock options as estimated by using the Black-Scholes valuation model with the following assumptions: share price of \$0.065, expected dividend yield of 0%, expected volatility of 155% which is based on historical volatility of the Company's share price, risk-free rate of return of 1.37% and an expected maturity of 5 years. For the three and six months ended June 30, 2020, \$nil and \$176,000, respectively, was expensed to option-based payments.

(ii) On June 29, 2020, the Company issued 1,000,000 stock options to a director of the Company. Each stock option entitles the holder to acquire one common share of the Company at an exercise price of \$0.10 until June 29, 2025 and vests immediately. The grant date fair value of \$30,000 was assigned to the stock options as estimated by using the Black-Scholes valuation model with the following assumptions: share price of \$0.035, expected dividend yield of 0%, expected volatility of 150% which is based on historical volatility of the Company's share price, risk-free rate of return of 0.36% and an expected maturity of 5 years. For the three and six months ended June 30, 2020, \$30,000 was expensed to option-based payments.

The Company had the following stock options outstanding as of June 30, 2020:

Number of Options Outstanding	Number of Options Exercisable	Exercise Price (\$)	Weighted Average Remaining Contractual Life (years)	Expiry Date
11,050,000	11,050,000	0.10	1.02	July 9, 2021
100,000	100,000	0.10	3.12	August 13, 2023
200,000	200,000	0.10	3.24	September 26, 2023
3,000,000	3,000,000	0.10	4.63	February 14, 2025
1,000,000	1,000,000	0.10	5.00	June 29, 2025
<b>15,350,000</b>	<b>15,350,000</b>	<b>0.10</b>	<b>2.03</b>	

## Manitou Gold Inc.

### Notes to Condensed Consolidated Interim Financial Statements

Three and Six Months Ended June 30, 2020

(Expressed in Canadian Dollars)

Unaudited

#### 8. Net Loss per Common Share

The calculation of basic and diluted loss per share for the three and six months ended June 30, 2020 was based on the loss attributable to common shares of \$635,809 and \$1,505,800, respectively (three and six months ended June 30, 2019 - loss of \$458,380 and \$1,091,348, respectively) and the weighted average number of common shares outstanding of 225,237,219 and 215,545,843, respectively (three and six months ended June 30, 2019 - 115,437,879 and 110,846,562, respectively) for basic and diluted loss per share. Diluted loss per share did not include the effect of warrants and options for the three and six months ended June 30, 2020 and three and six months ended June 30, 2019, as they are anti-dilutive.

#### 9. Exploration and Evaluation Expenditures Incurred

	Three Months Ended June 30, 2020	Three Months Ended June 30, 2019	Six Months Ended June 30, 2020	Six Months Ended June 30, 2019
Kenwest	\$ 14,122	\$ 12,034	\$ 23,525	\$ 53,875
Gaffney	-	231	201	231
Goudreau area properties				
Goudreau (i)	145,236	14,929	320,993	239,025
Rockstar	372,796	42,215	420,587	48,601
Stover (ii)	149,780	34,154	564,648	34,154
Renabie East - Easy Lake (ii)	130,205	79,154	246,861	79,154
	<b>\$ 812,139</b>	<b>\$ 182,717</b>	<b>\$ 1,576,815</b>	<b>\$ 455,040</b>

(i) On June 30, 2020, the Company completed the acquisition of the Shihan property, located in Rennie Township, Ontario. In consideration, the Company issued an aggregate of 1,400,000 common shares, valued at \$70,000, to the vendors. The property is subject to an existing 2% net smelter royalty in favour of a third party, one-quarter of which may be purchased by the vendors for \$500,000. The property has been incorporated into the Company's Goudreau Project.

(ii) On June 30, 2020, the Company issued an aggregate of 3,100,000 common shares at a deemed price of \$0.05 per share in satisfaction of option payments due in respect of its Stover and Renabie East properties, comprised of:

- an aggregate of 500,000 common shares, valued at \$25,000, due in respect of the Renabie East option;
- a cash payment valued at \$100,000 due in respect of the Stover option, which the Company has opted to satisfy by the issuance of 2,000,000 common shares; and
- a cash payment valued at \$30,000 due in respect of the Renabie East option, which the Company has opted to satisfy by the issuance of 600,000 common shares.

For details on the exploration and evaluation expenditures see the attached schedules at the end of these statements.

---

## **Manitou Gold Inc.**

### **Notes to Condensed Consolidated Interim Financial Statements**

**Three and Six Months Ended June 30, 2020**

**(Expressed in Canadian Dollars)**

**Unaudited**

---

#### **10. Related Party Balances and Transactions**

Related parties include the Board of Directors, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

The noted transactions below are in the normal course of business and are measured at the exchange amount, as agreed to by the parties, and approved by the Board of Directors in strict adherence to conflict of interest laws and regulations.

During the three and six months ended June 30, 2020, the Company paid professional fees and disbursements of \$16,757 and \$35,290, respectively (three and six months ended June 30, 2019 - \$16,131 and \$30,675, respectively) to Marrelli Support Services Inc., DSA Corporate Services Inc., and DSA Filing Services Limited, together known as the "Marrelli Group", for:

- (i) Carmelo Marrelli, Managing Director of the Marrelli Group, to act as the Chief Financial Officer ("CFO") of the Company;
- (ii) Bookkeeping services;
- (iii) Regulatory filing services; and
- (iv) Corporate secretarial services.

These services were incurred in the normal course of operations for general accounting and financial reporting matters. As at June 30, 2020, the Marrelli Group was owed \$3,238 (December 31, 2019 - \$17,444).

Salaries paid to key management personnel for the three and six months ended June 30, 2020 totaled \$58,131 and \$125,673, respectively (three and six months ended June 30, 2019 - \$95,523 and \$479,551, respectively). Option-based payments to key management personnel for the three and six months ended June 30, 2020 totaled \$30,000 and \$88,667, respectively (three and six months ended June 30, 2019 - \$nil). Key management personnel are comprised of the Company's Chief Executive Officer ("CEO"), the President and the Company's CFO. As at June 30, 2020, key management personnel (excluding the CFO) were owed \$nil (December 31, 2019 - \$50,809). The Board of Directors do not have employment or service contracts with the Company. Directors and officers are entitled to stock options for their services.

As at June 30, 2020, Alamos controls 42,311,077 common shares, or approximately 18.3% of the total common shares outstanding of the Company. Alamos also holds 4,520,000 warrants to acquire additional 4,520,000 common shares of the Company at an exercise price of \$0.09 per share. No other person or corporation beneficially owns or exercises control or direction over common shares of the Company carrying more than 10% of the voting rights attached to all the common shares of the Company.

See note 11 for details regarding change of control provisions with related parties.

See note 5(b) for details regarding related party participation in the private placements.

---

## **Manitou Gold Inc.**

### **Notes to Condensed Consolidated Interim Financial Statements**

**Three and Six Months Ended June 30, 2020**

**(Expressed in Canadian Dollars)**

**Unaudited**

---

#### **11. Commitments and Contingencies**

In the ordinary course of business activities, the Company may be contingently liable for litigation and claims with government agencies, suppliers, consultants, and former employees. Management believes that adequate provisions have been recorded in the accounts where required.

##### **Environmental Contingencies**

The Company's exploration activities are subject to various laws and regulations governing the protection of the environment. These laws and regulations are continually changing and are generally becoming more restrictive. The Company believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

##### **Flow-Through Expenditures**

In connection with the flow-through share financings in December 2019 (see note 5(b)(iii)) and February 2020 (see note 5(b)(iv)), the Company has committed to incur qualifying Canadian Exploration Expenditures (as such term is defined in the Income Tax Act (Canada)) of a total of \$2,000,000 by December 31, 2020 and \$900,000 by December 31, 2021. If the Company does not incur the required qualifying expenditures, it will be required to indemnify the holders of the flow-through shares for any tax and other costs payable by them as a result of the Company not making the required expenditures. As at June 30, 2020, the Company has incurred approximately \$1,350,000 of the required qualifying exploration expenditures.



## Manitou Gold Inc.

### Condensed Consolidated Interim Schedule of Exploration and Evaluation Expenditures Incurred

(Expressed in Canadian Dollars)

Unaudited

Six Months Ended June 30, 2020	Stover*	Renabie East*	Rockstar*	Gaffney	Goudreau*	Kenwest	Total
<b>Acquisition costs</b>							
Share issuances (note 9)	\$ 100,000	\$ 55,000	\$ -	\$ -	\$ 70,000	\$ -	\$ 225,000
Property taxes/carrying costs	-	-	-	201	-	2,880	3,081
	100,000	55,000	-	201	\$ 70,000	2,880	228,081
<b>Exploration expenditures</b>							
Analysis and lab work	4,481	1,823	\$ 12,011	-	6,781	-	25,096
Claim staking	2,820	685	820	-	12,300	-	16,625
Consultants	150,073	70,831	100,507	-	134,685	5,942	462,038
Field preparation	206,543	515	161,381	-	5,000	-	373,439
Field supplies and consumables	66,617	94,361	74,909	-	68,051	736	304,674
Travel and accommodation	999	2,704	4,771	-	1,676	3,115	13,265
Wages and benefits	33,115	20,942	66,188	-	22,500	10,852	153,597
	464,648	191,861	420,587	-	250,993	20,645	1,348,734
Total exploration and evaluation expenditures	\$ 564,648	\$ 246,861	\$ 420,587	\$ 201	\$ 320,993	\$ 23,525	\$ 1,576,815
<b>Three Months Ended June 30, 2020</b>							
<b>Acquisition costs</b>							
Share issuances (note 9)	\$ 100,000	\$ 55,000	\$ -	\$ -	\$ 70,000	\$ -	\$ 155,000
Property taxes/carrying costs	-	-	-	-	-	75	75
	100,000	55,000	-	-	12,011	75	155,075
<b>Exploration expenditures</b>							
Analysis and lab work	-	1,823	12,011	-	6,781	-	20,615
Claim staking	15	217	352	-	165	-	749
Consultants	36,908	27,252	62,830	-	59,844	750	187,584
Field preparation	-	-	160,881	-	-	-	160,881
Field supplies and consumables	2,576	39,575	67,955	-	64,173	368	174,647
Travel and accommodation	12	2,704	4,656	-	1,119	3,115	11,606
Wages and benefits	10,269	3,634	64,111	-	13,154	9,814	100,982
	49,780	75,205	372,796	-	145,236	14,047	657,064
Total exploration and evaluation expenditures	\$ 149,780	\$ 130,205	\$ 372,796	\$ -	\$ 145,236	\$ 14,122	\$ 812,139

\* Part of Goudreau area properties

## Manitou Gold Inc.

### Condensed Consolidated Interim Schedule of Exploration and Evaluation Expenditures Incurred

(Expressed in Canadian Dollars)

Unaudited

Six Months Ended June 30, 2019	Stover*	Renabie East*	Rockstar*	Gaffney	Goudreau*	Kenwest	Total
<b>Acquisition costs</b>							
Cash payment	\$ 30,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 30,000
Share issuances	-	75,000	-	-	-	-	75,000
Property taxes	-	-	-	231	-	3,458	3,689
	30,000	75,000	-	231	-	3,458	108,689
<b>Exploration expenditures</b>							
Field preparation	-	-	6,386	-	1,784	-	8,170
Field supplies and consumables	-	-	-	-	13,625	2,120	15,745
Travel and accommodation	-	-	-	-	-	643	643
Wages and benefits	4,154	4,154	42,215	-	223,616	47,654	321,793
	4,154	4,154	48,601	-	239,025	50,417	346,351
<b>Total exploration and evaluation expenditures</b>	\$ 34,154	\$ 79,154	\$ 48,601	\$ 231	\$ 239,025	\$ 53,875	\$ 455,040

Three Months Ended June 30, 2019	Stover*	Renabie East*	Rockstar*	Gaffney	Goudreau*	Kenwest	Total
<b>Acquisition costs</b>							
Cash payment	\$ 30,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 30,000
Share issuances	-	75,000	-	-	-	-	75,000
Property taxes/carrying costs	-	-	-	231	-	531	762
	30,000	75,000	-	231	-	531	105,762
<b>Exploration expenditures</b>							
Field preparation	-	-	-	-	1,509	-	1,509
Field supplies and consumables	-	-	-	-	13,420	1,118	14,538
Wages and benefits	4,154	4,154	42,215	-	-	10,385	60,908
	4,154	4,154	42,215	-	14,929	11,503	76,955
<b>Total exploration and evaluation expenditures</b>	\$ 34,154	\$ 79,154	\$ 42,215	\$ 231	\$ 14,929	\$ 12,034	\$ 182,717

\* Part of Goudreau area properties