
**MANITOU GOLD INC.
CONDENSED CONSOLIDATED INTERIM
FINANCIAL STATEMENTS
THREE AND SIX MONTHS ENDED
JUNE 30, 2021
(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, 2021	December 31, 2020
Assets		
Current assets		
Cash	\$ 4,143,560	\$ 3,525,086
Amounts receivable and other assets (note 3)	797,984	172,675
Total current assets	4,941,544	3,697,761
Non-current assets		
Equipment (note 4)	31,343	34,825
Total assets	\$ 4,972,887	\$ 3,732,586
Liabilities and Shareholders' Equity		
Current liabilities		
Accounts payable and accrued liabilities (notes 5 and 12)	\$ 231,690	\$ 332,218
Flow-through share liability (note 7(b))	971,899	315,647
Total current liabilities	1,203,589	647,865
Non-current liabilities		
Loan payable (note 6)	60,000	60,000
Total liabilities	1,263,589	707,865
Shareholders' equity		
Share capital (note 7)	26,092,051	21,880,675
Warrants (note 8)	2,485,529	2,465,398
Contributed surplus (note 9)	865,610	452,310
Deficit	(25,733,892)	(21,773,662)
Total shareholders' equity	3,709,298	3,024,721
Total shareholders' equity and liabilities	\$ 4,972,887	\$ 3,732,586

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 13)

Subsequent Event (note 14)

Manitou Gold Inc.

Condensed Consolidated Interim Statements of Loss and Comprehensive Loss

(Expressed in Canadian Dollars)

Unaudited

	Three Months Ended June 30, 2021	Three Months Ended June 30, 2020	Six Months Ended June 30, 2021	Six Months Ended June 30, 2020
Operating expenses				
Exploration and evaluation expenditures (note 11)	\$ 2,194,676	\$ 812,139	\$ 3,441,895	\$ 1,576,815
Option-based payments (note 9)	-	86,200	413,300	206,000
Office and general (note 12)	721,834	70,480	844,323	286,031
Professional fees (note 12)	10,261	33,790	20,912	75,954
Total operating expenses	2,926,771	1,002,609	4,720,430	2,144,800
Loss before interest and other income	(2,926,771)	(1,002,609)	(4,720,430)	(2,144,800)
Flow-through premium income	400,328	310,600	715,975	639,000
Net loss and comprehensive loss for the period	\$ (2,526,443)	\$ (692,009)	\$ (4,004,455)	\$ (1,505,800)
Net loss and comprehensive loss per share - basic and diluted	\$ (0.01)	\$ (0.00)	\$ (0.01)	\$ (0.01)
Weighted average number of shares outstanding - basic and diluted (note 10)	307,015,659	225,237,219	285,358,191	215,545,843

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, 2021	Six Months Ended June 30, 2020
Operating activities		
Net loss for the period	\$ (4,004,455)	\$ (1,505,800)
Adjustments for:		
Depreciation (note 4)	3,481	-
Option-based payments (note 9)	413,300	206,000
Shares issued on acquisition of property rights (note 11)	716,667	225,000
Flow-through premium income	(715,975)	(639,000)
Changes in non-cash working capital items:		
Amounts receivable and other assets	(625,309)	(2,203)
Accounts payable and accrued liabilities	(100,528)	34,084
Net cash used in operating activities	(4,312,819)	(1,681,919)
Financing activities		
Issuance of units and shares	5,031,500	2,689,220
Cost of issue	(186,243)	(184,362)
Warrants exercised (note 8)	86,036	-
Net cash provided by financing activities	4,931,293	2,504,858
Net change in cash	618,474	822,939
Cash, beginning of period	3,525,086	2,744,913
Cash, end of period	\$ 4,143,560	\$ 3,567,852
Supplemental cash flow information		
Broker warrants issued	\$ 76,500	\$ 145,000

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
Balance, December 31, 2019	184,286,819	\$ 19,288,122	\$ 1,290,212	\$ 302,510	\$ (19,047,290)	\$ 1,833,554
Issue of units (note 7(b))	42,006,664	2,689,220	-	-	-	2,689,220
Cost of issue (note 7(b))	-	(353,780)	145,000	-	-	(208,780)
Flow-through share liability (note 7(b))	-	(466,440)	-	-	-	(466,440)
Warrant valuation (note 7(b))	-	(584,186)	584,186	-	-	-
Shares issued for property acquisition (note 11)	4,500,000	225,000	-	-	-	225,000
Option-based payments (note 9)	-	-	-	206,000	-	206,000
Net loss for the period	-	-	-	-	(1,505,800)	(1,505,800)
Balance, June 30, 2020	230,793,483	\$ 20,797,936	\$ 2,019,398	\$ 508,510	\$ (20,553,090)	\$ 2,772,754
Balance, December 31, 2020	263,036,444	\$ 21,880,675	\$ 2,465,398	\$ 452,310	\$ (21,773,662)	\$ 3,024,721
Issue of shares (note 7(b))	45,740,909	5,031,500	-	-	-	5,031,500
Cost of issue (note 7(b))	-	(265,743)	79,500	-	-	(186,243)
Flow-through share liability (note 7(b))	-	(1,372,227)	-	-	-	(1,372,227)
Warrants exercised (note 8)	1,451,160	101,179	(15,144)	-	-	86,035
Warrants expired (note 8)	-	-	(44,225)	-	44,225	-
Shares issued for property acquisition (note 11)	9,555,555	716,667	-	-	-	716,667
Option-based payments (note 9)	-	-	-	413,300	-	413,300
Net loss for the period	-	-	-	-	(4,004,455)	(4,004,455)
Balance, June 30, 2021	319,784,068	\$ 26,092,051	\$ 2,485,529	\$ 865,610	\$ (25,733,892)	\$ 3,709,298

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, 2021

(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 \$4,004,455 for the six months ended June 30, 2021 (2020 - loss of \$1,505,800) and has an accumulated deficit of \$25,733,892 as at June 30, 2021 (December 31, 2020 - \$21,773,662). The Company had working capital of \$3,737,955 at June 30, 2021 (December 31, 2020 - \$3,049,896) which it believes is sufficient to support planned operations for the next twelve months.

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. These unaudited condensed consolidated interim financial statements do not reflect any adjustments to the carrying values of assets and liabilities that would be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

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 property interests may also be subject to increases in taxes and royalties, renegotiation of contracts and political uncertainty.

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 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, 2021

(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 19, 2021, 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, 2020, 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, 2021 could result in restatement of these unaudited condensed consolidated interim financial statements. These adjustments could be material.

3. Amounts Receivable and Other Assets

	June 30, 2021	December 31, 2020
Sales tax receivable - (Canada)	\$ 144,212	\$ 93,108
Prepaid expenses	640,212	79,567
Other receivable	13,560	-
Total	\$ 797,984	\$ 172,675

Manitou Gold Inc.

Notes to Condensed Consolidated Interim Financial Statements

Three and Six Months Ended June 30, 2021

(Expressed in Canadian Dollars)

Unaudited

4. Equipment

Cost	Equipment
Balance, December 31, 2019	\$ -
Additions	36,658
Balance, December 31, 2020 and June 30, 2021	\$ 36,658

Accumulated Depreciation	Equipment
Balance, December 31, 2019	\$ -
Depreciation for the year	1,833
Balance, December 31, 2020	1,833
Depreciation for the period	3,482
Balance, June 30, 2021	\$ 5,315

Carrying Value	Equipment
Balance, December 31, 2020	\$ 34,825
Balance, June 30, 2021	\$ 31,343

5. Accounts Payable and Accrued Liabilities

	June 30, 2021	December 31, 2020
Trade payables	\$ 224,990	\$ 317,518
Accrued liabilities	6,700	14,700
Total	\$ 231,690	\$ 332,218

6. Loan Payable

In August 2020, the Company received \$40,000 under the Canada Emergency Business Account ("CEBA") program. 25% of the loan is forgivable if repaid by December 31, 2022. The loan accrues no interest until December 31, 2022, and thereafter converts to a 3-year term loan with a 5% annual interest rate. Any portion of the loan is repayable without penalty at any time prior to December 31, 2025.

In December 2020, the Company received an additional \$20,000 under the CEBA program. The terms of the repayment are the same as the first advance, and \$10,000 of the additional advance will be forgiven if the remaining \$10,000 is repaid in full by December 31, 2022.

Manitou Gold Inc.

Notes to Condensed Consolidated Interim Financial Statements

Three and Six Months Ended June 30, 2021

(Expressed in Canadian Dollars)

Unaudited

7. 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, 2021, the issued share capital amounted to \$26,092,051. The changes in issued share capital for the periods presented were as follows:

	Number of Shares	Amount
Balance at December 31, 2019	184,286,819	\$ 19,288,122
Issue of units and shares (i)(ii)	42,006,664	2,689,220
Cost of issue (i)	-	(353,780)
Warrant valuation (i)	-	(584,186)
Flow-through share liability (i)	-	(466,440)
Shares issued for property acquisition (note 11)	4,500,000	225,000
Balance at June 30, 2020	230,793,483	\$ 20,797,936
Balance at December 31, 2020	263,036,444	\$ 21,880,675
Issue of units and shares (iii)	45,740,909	5,031,500
Cost of issue (iii)	-	(265,743)
Flow-through share liability (iii)	-	(1,372,227)
Warrants exercised	1,451,160	101,179
Shares issued for property acquisition (note 11)	9,555,555	716,667
Balance at June 30, 2021	319,784,068	\$ 26,092,051

Manitou Gold Inc.

Notes to Condensed Consolidated Interim Financial Statements

Three and Six Months Ended June 30, 2021

(Expressed in Canadian Dollars)

Unaudited

7. Share Capital (Continued)

(b) Common shares issued (continued)

(i) 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 consisted 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 Zaritsky, a director of the Company at the time of the February 2020 Offering, subscribed for 266,666 February 2020 FT Shares.

The 28,888,666 warrants issued were assigned a value of \$584,186 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
- Unit price: \$0.06; and
- Expected dividend yield: 0%.

The Company recognized a flow-through premium liability of \$466,440 on the February 2020 FT Shares which is included in flow-through share liability and has a commitment to incur \$900,000 of Canadian Exploration Expenditures (as such term is defined in the Income Tax Act (Canada)).

In connection with the February 2020 Offering, the Company paid a cash commission and other fees of \$208,780 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;
- Unit price: \$0.06; and
- Expected dividend yield: 0%.

(ii) On June 30, 2020, 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, 2021

(Expressed in Canadian Dollars)

Unaudited

7. Share Capital (Continued)

(b) Common shares issued (continued)

(iii) On April 9, 2021, the Company completed a private placement ("April 2021 Offering") pursuant to which it issued 45,740,909 flow-through common shares (the "April 2021 FT Shares") at a price of \$0.11 per share to raise aggregate gross proceeds of \$5,031,500. Insiders of the Company subscribed for an aggregate of 3,750,000 April 2021 FT Shares in the April 2021 Offering, being Mr. Richard Murphy, CEO of the Company, and Mr. Patrice Dubreuil, an officer and former President of the Company, subscribing for 1,650,000 and 1,100,000 April 2021 FT Shares, respectively. O3 Mining Inc. also participated in the April 2021 Offering, subscribing for 3,400,000 April 2021 FT Shares.

The Company recognized a flow-through premium liability of \$1,372,227 on the April 2021 FT Shares which is included in flow-through share liability and has a commitment to incur \$5,031,500 of Canadian Exploration Expenditures.

In connection with the April 2021 Offering, the Company paid a cash commission and other fees of \$186,243 and issued an aggregate of 1,381,864 broker warrants. Each broker warrant is exercisable to acquire one common share of the Company at an exercise price of \$0.11 for a period of 3 years following the closing of the April 2021 Offering.

The 1,381,864 broker warrants issued were assigned a value of \$79,500 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: 0.48%;
- Expected life: 3 years;
- Expected volatility: 135% based on historical trends;
- Share price: \$0.08; and
- Expected dividend yield: 0%.

Manitou Gold Inc.

Notes to Condensed Consolidated Interim Financial Statements

Three and Six Months Ended June 30, 2021

(Expressed in Canadian Dollars)

Unaudited

8. Warrants

The following table reflects the continuity of warrants for the periods ended June 30, 2021 and 2020:

	Number of Warrants	Weighted Average Exercise Price
Balance at December 31, 2019	41,391,200	\$ 0.09
Warrants granted (note 7(b))	31,496,692	0.09
Balance at June 30, 2020	72,887,892	\$ 0.09
Balance at December 31, 2020	93,693,100	\$ 0.09
Warrants granted (v)	2,630,124	0.10
Warrants exercised	(1,451,160)	0.06
Warrants expired	(2,130,000)	0.10
Balance at June 30, 2021	92,742,064	\$ 0.09

The Company had the following warrants outstanding at June 30, 2021:

Number of Warrants	Weighted Average Exercise Price (\$)	Expiry Date
8,728,300 (i)	0.15	July 31, 2021
5,530,000	0.15	February 28, 2022
19,495,184	0.12	September 30, 2022
1,310,024 (ii)	0.06	September 30, 2022
29,934,026	0.09	February 13, 2023
1,562,666 (iii)	0.06	February 13, 2023
1,381,864	0.11	April 9, 2024
20,000,000	0.05	December 31, 2024
4,800,000 (iv)	0.05	December 31, 2024
92,742,064	0.09	

(i) 8,728,300 warrants expired unexercised subsequent to June 30, 2021.

(ii) Exercisable into a unit, comprised of one common share and one purchase warrant exercisable at \$0.12 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, 2021

(Expressed in Canadian Dollars)

Unaudited

8. Warrants (Continued)

(v) During the six months ended June 30, 2021, an aggregate of 1,451,160 warrants were exercised into units, comprised of 1,451,160 common shares and 1,248,260 warrants. The 1,248,260 warrants issued were assigned a value of \$62,100 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: 0.26%;
- Expected life: 1.7 years;
- Expected volatility: 122% based on historical trends;
- Share price: \$0.09; and
- Expected dividend yield: 0%.

9. Stock Options

The Company has a formal stock option plan (the "Plan"). At the annual and special meeting held on June 23, 2021, 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, 2021 and 2020:

	Number of Options	Weighted Average Exercise Price
Balance at December 31, 2019	11,350,000	\$ 0.10
Stock options granted (i)(ii)	4,000,000	0.10
Balance at June 30, 2020 and December 31, 2020	15,350,000	\$ 0.10
Stock options granted (iii)	10,700,000	0.10
Balance at June 30, 2021	26,050,000	\$ 0.10

(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, 2022 and vests immediately. The grant date fair value of \$119,800 assigned to the stock options was estimated 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 2 years.

(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 assigned to the stock options was estimated 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.

(iii) On January 11, 2021, the Company granted 10,700,000 stock options to the directors, officers and consultants of the Company exercisable at a price of \$0.10 per common share. The options vest immediately and expire in five years. The grant date fair value of \$413,300 assigned to the stock options was estimated using the Black-Scholes valuation model with the following assumptions: share price of \$0.045, expected dividend yield of 0%, expected volatility of 148% which is based on historical volatility of the Company's share price, risk-free rate of return of 0.46% and an expected maturity of 5 years. For the three and six months ended June 30, 2021, \$nil and \$413,300, respectively (2020 - \$nil) was expensed to option-based payments.

Manitou Gold Inc.

Notes to Condensed Consolidated Interim Financial Statements

Three and Six Months Ended June 30, 2021

(Expressed in Canadian Dollars)

Unaudited

9. Stock Options (Continued)

The Company had the following stock options outstanding as of June 30, 2021:

	Number of Options Outstanding	Number of Options Exercisable	Exercise Price (\$)	Weighted Average Remaining Contractual Life (years)	Expiry Date
(i)	11,050,000	11,050,000	0.10	0.02	July 9, 2021
	100,000	100,000	0.10	2.12	August 13, 2023
	200,000	200,000	0.10	2.24	September 26, 2023
	3,000,000	3,000,000	0.10	0.63	February 14, 2022
	1,000,000	1,000,000	0.10	4.00	June 29, 2025
	10,700,000	10,700,000	0.10	4.54	January 11, 2026
	26,050,000	26,050,000	0.10	2.13	

(i) 11,050,000 stock options expired unexercised subsequent to June 30, 2021.

10. Net Loss per Common Share

The calculation of basic and diluted loss per share for the three and six months ended June 30, 2021 was based on the loss attributable to common shares of \$2,526,443 and \$4,004,455, respectively (2020 - loss of \$692,009 and \$1,505,800, respectively) and the weighted average number of common shares outstanding of 307,015,659 and 285,358,191, respectively (2020 - 225,237,219 and 215,545,843, 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, 2021 and 2020, as they are anti-dilutive.

11. Exploration and Evaluation Expenditures Incurred

	Three Months Ended June 30, 2021	Three Months Ended June 30, 2020	Six Months Ended June 30, 2021	Six Months Ended June 30, 2020
Kenwest	\$ 3,772	\$ 14,122	\$ 4,571	\$ 23,525
Gaffney	-	-	225	201
Goudreau area properties				
Goudreau	19,683	145,236	23,541	320,993
Rockstar	5,378	372,796	10,966	420,587
Stover (i)	1,865,843	149,780	3,102,592	564,648
Renabie East - Easy Lake (i)	300,000	130,205	300,000	246,861
	\$ 2,194,676	\$ 812,139	\$ 3,441,895	\$ 1,576,815

(i) On June 21, 2021, the Company issued an aggregate of 9,555,555 common shares, valued at \$716,667, to fully exercise its options to acquire the Stover and Renabie East properties. As a result, the Company owns a 100% fully-vested interest in each of the properties, subject to a 2% net smelter royalty, half of which can be repurchased.

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, 2021

(Expressed in Canadian Dollars)

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12. 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, 2021, the Company paid professional fees and disbursements of \$21,657 and \$41,863, respectively (2020 - \$16,757 and \$35,290, respectively) to Marrelli Support Services Inc., DSA Corporate Services Inc., DSA Filing Services Limited, and Marrelli Press Release Services Ltd., 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, 2021, the Marrelli Group was owed \$2,090 (December 31, 2020 - \$1,490).

Salaries paid to key management personnel for the three and six months ended June 30, 2021 totaled \$242,425 and \$299,476, respectively (2020 - \$58,131 and \$125,673, respectively). Directors' fees paid for the three and six months ended June 30, 2021 totaled \$50,000 (2020 - \$nil). Option-based payments to key management personnel and the Board of Directors of the Company for the three and six months ended June 30, 2021 totaled \$nil and \$251,070, respectively (2020 - \$30,000 and \$88,667, respectively). Key management personnel are comprised of the Company's Chief Executive Officer ("CEO"), the President and the Company's CFO. As at June 30, 2021, key management personnel (excluding the CFO) were owed \$38,045 (December 31, 2020 - \$nil).

As at June 30, 2021, Alamos controls 58,211,077 common shares, or approximately 18% 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 7(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, 2021

(Expressed in Canadian Dollars)

Unaudited

13. 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 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.

Employment Agreements

Pursuant to an executive employment agreement with the CEO, in the event of termination without cause, the CEO is entitled to 12 months' base salary plus a further month's salary for each completed year of service since May 1, 2015. In the event of termination, the CEO is entitled to receive payment of \$210,000. In the event of a change of control of the Company, the CEO is entitled to receive a payment equal to 24 months' base salary in the sum of \$360,000 plus payment equal to the amount of any bonus paid in the previous year.

Pursuant to an executive employment agreement with the Vice President Community and First Nations, in the event of termination without cause, the Vice President Community and First Nations is entitled to three months' base salary. In the event of termination, the Vice President Community and First Nations is entitled to receive payment of \$33,750. In the event of a change of control of the Company, the Vice President Community and First Nations is entitled to receive a payment equal to 24 months' base salary in the sum of \$270,000.

Pursuant to an agreement between the Company and a company controlled by the Vice President Corporate Development, the latter party is entitled to receive a cash fee (the "Completion Fee") based on a percentage of the transaction value for certain completed transactions. The receiving company may elect, at its option and sole discretion, to receive up to 50% of the Completion Fee in common shares of the Company at a price per share equal to the deemed price per share applicable in connection with any such completed transaction, as may be applicable and all subject to regulatory approval.

Flow-Through Expenditures

In connection with the flow-through share financings in April 2021, the Company has committed to incur qualifying Canadian Exploration Expenditures (as such term is defined in the Income Tax Act (Canada)) of \$5,031,500 by December 31, 2022. The Company has indemnified the holders of the April 2021 FT Shares for any tax and other costs payable by them in the event that the Company does not incur the required flow through expenditures.

As at June 30, 2021, the Company has incurred approximately \$1,468,000 of the required qualifying exploration expenditures.

14. Subsequent Event

On July 12, 2021, the Company granted 16,450,000 stock options to officers, directors and service providers of the Company exercisable at a price of \$0.10 per share. The options vested immediately and expire in five years.

Manitou Gold Inc.

Condensed Consolidated Interim Schedule of Exploration and Evaluation Expenditures Incurred

(Expressed in Canadian Dollars)

Unaudited

Six Months Ended June 30, 2021	Stover*	Renabie East*	Rockstar*	Gaffney	Goudreau*	Kenwest	Total
Acquisition costs							
Share issuances (note 11)	\$ 416,666	\$ 300,000	\$ -	\$ -	\$ -	\$ -	\$ 716,666
Property taxes/carrying costs	-	-	-	225	-	498	723
Claim staking	10,064	-	-	-	-	-	10,064
	426,730	300,000	-	225	-	498	727,453
Exploration expenditures							
Analysis and lab work	187,951	-	-	-	-	-	187,951
Consultants	448,145	-	-	-	-	213	448,358
Field operations	1,123,771	-	-	-	1,000	-	1,124,771
Field supplies and consumables	302,216	-	10,966	-	8,196	3,860	325,238
Geophysical services	214,936	-	-	-	-	-	214,936
Travel and accommodation	31,864	-	-	-	195	-	32,059
Wages and benefits	366,979	-	-	-	14,150	-	381,129
	2,675,862	-	10,966	-	23,541	4,073	2,714,442
Total exploration and evaluation expenditures	\$ 3,102,592	\$ 300,000	\$ 10,966	\$ 225	\$ 23,541	\$ 4,571	\$ 3,441,895
Three Months Ended June 30, 2021							
	Stover*	Renabie East*	Rockstar*	Gaffney	Goudreau*	Kenwest	Total
Acquisition costs							
Share issuances (note 11)	\$ 416,666	\$ 300,000	\$ -	\$ -	\$ -	\$ -	\$ 716,666
Property taxes/carrying costs	-	-	-	-	-	75	75
Claim staking	10,064	-	-	-	-	-	10,064
	426,730	300,000	-	-	-	75	726,805
Exploration expenditures							
Analysis and lab work	78,125	-	-	-	-	-	78,125
Consultants	231,662	-	-	-	-	213	231,875
Field operations	641,895	-	-	-	1,000	-	642,895
Field supplies and consumables	249,433	-	5,378	-	4,338	3,484	262,633
Geophysical services	5,947	-	-	-	-	-	5,947
Travel and accommodation	22,994	-	-	-	195	-	23,189
Wages and benefits	209,057	-	-	-	14,150	-	223,207
	1,439,113	-	5,378	-	19,683	3,697	1,467,871
Total exploration and evaluation expenditures	\$ 1,865,843	\$ 300,000	\$ 5,378	\$ -	\$ 19,683	\$ 3,772	\$ 2,194,676

* 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, 2020	Stover*	Renabie East*	Rockstar*	Gaffney	Goudreau*	Kenwest	Total
Acquisition costs							
Share issuances	\$ 100,000	\$ 55,000	\$ -	\$ -	\$ 70,000	\$ -	\$ 225,000
Property taxes	-	-	-	201	-	2,880	3,081
Claim staking	2,820	685	820	-	12,300	-	16,625
	102,820	55,685	820	201	82,300	2,880	244,706
Exploration expenditures							
Analysis and lab work	4,481	1,823	12,011	-	6,781	-	25,096
Consultants	150,073	70,831	100,507	-	134,685	5,942	462,038
Field operations	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
	461,828	191,176	419,767	-	238,693	20,645	1,332,109
Total exploration and evaluation expenditures	\$ 564,648	\$ 246,861	\$ 420,587	\$ 201	\$ 320,993	\$ 23,525	\$ 1,576,815
Three Months Ended June 30, 2020	Stover*	Renabie East*	Rockstar*	Gaffney	Goudreau*	Kenwest	Total
Acquisition costs							
Share issuances	\$ 100,000	\$ 55,000	\$ -	\$ -	\$ -	\$ -	\$ 155,000
Property taxes/carrying costs	-	-	-	-	-	75	75
Claim staking	15	217	352	-	165	-	749
	100,015	55,217	352	-	165	75	155,824
Exploration expenditures							
Analysis and lab work	-	1,823	12,011	-	6,781	-	20,615
Consultants	36,908	27,252	62,830	-	59,844	750	187,584
Field operations	-	-	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
	49,765	74,988	372,444	-	145,071	14,047	656,315
Total exploration and evaluation expenditures	\$ 149,780	\$ 130,205	\$ 372,796	\$ -	\$ 145,236	\$ 14,122	\$ 812,139

* Part of Goudreau area properties