



CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Canadian Funds - Unaudited)

For the Nine Months Ended September 30, 2020

NOTICE TO READER

The accompanying unaudited condensed interim consolidated financial statements of the Company have been prepared by and are the responsibility of the Company's management. In accordance with National Instrument 51-102, the Company discloses that its independent auditors have not reviewed the condensed interim consolidated financial statements for the period ended September 30, 2020.

Newcore Gold Ltd.
CONSOLIDATED BALANCE SHEETS
(Expressed in Canadian Funds - Unaudited)

	September 30, 2020	December 31, 2019
ASSETS		
Current assets		
Cash	\$ 960,776	\$ 92,386
Short-term investment	1,122,900	432,000
GST and other receivables	15,895	1,346
Prepaid expenses	<u>327,520</u>	<u>57,168</u>
	<u>2,427,091</u>	<u>582,900</u>
Non-current assets		
Loan receivable (Note 6(a))	125,000	-
Other assets	77,457	72,562
Exploration and evaluation assets (Note 4)	<u>15,540,670</u>	<u>13,997,180</u>
	<u>\$ 18,170,218</u>	<u>\$ 14,652,641</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Trade and other payables	\$ 902,362	\$ 286,244
Non-current liability		
Provision for bonus payment	<u>112,457</u>	<u>112,457</u>
	<u>1,014,819</u>	<u>398,701</u>
Shareholders' equity		
Share capital	14,929,216	11,681,023
Share-based payments reserve	2,040,927	1,738,250
Warrants reserve	2,460,252	2,460,252
Accumulated other comprehensive income	3,158,341	2,870,881
Accumulated deficit	<u>(5,433,337)</u>	<u>(4,496,467)</u>
	<u>17,155,399</u>	<u>14,253,941</u>
	<u>\$ 18,170,218</u>	<u>\$ 14,652,641</u>

Nature of operations (Note 1)

Subsequent event (Note 10)

On behalf of the Audit Committee:

“Douglas Forster” Director _____
“Edward Farrauto” Director

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

Newcore Gold Ltd.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

(Expressed in Canadian Funds - Unaudited)

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2019 AND 2020

Common shares								
	Number	Amount	Share-based payments reserve	Warrants reserves	Accum. other comprehensive income	Accum. deficit	Total	
Balance – January 1, 2019	62,566,547	\$ 11,681,023	\$ 1,738,250	\$ 2,460,252	\$ 3,402,724	\$ (4,225,812)	\$ 15,056,438	
Foreign currency translation	-	-	-	-	(335,950)	-	(335,950)	
Net loss for the period	-	-	-	-	-	(222,355)	(222,355)	
Balance – September 30, 2019	62,566,547	\$ 11,681,023	\$ 1,738,250	\$ 2,460,252	\$ 3,066,774	\$ (4,448,166)	\$ 14,498,133	

Common shares								
	Number	Amount	Share-based payments reserve	Warrants reserves	Accum. other comprehensive income	Accum. deficit	Total	
Balance – January 1, 2020	62,566,547	\$ 11,681,023	\$ 1,738,250	\$ 2,460,252	\$ 2,870,881	\$ (4,496,467)	\$ 14,253,941	
Issuance of common shares:								
on private placement	15,000,000	2,945,019	-	-	-	-	2,945,019	
on finder's fees	128,500	-	-	-	-	-	-	
Exercise of options	2,250,001	303,174	(78,174)	-	-	-	225,000	
Share-based compensation	-	-	380,850	-	-	-	380,850	
Foreign currency translation	-	-	-	-	287,460	-	287,460	
Net loss for the period	-	-	-	-	-	(936,870)	(936,870)	
Balance – September 30, 2020	79,945,048	\$ 14,929,216	\$ 2,040,927	\$ 2,460,252	\$ 3,158,341	\$ (5,433,337)	\$ 17,155,399	

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

Newcore Gold Ltd.**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS (INCOME)**

(Expressed in Canadian Funds - Unaudited)

	For the Three Months Ended September 30, 2020	For the Three Months Ended September 30, 2019	For the Nine Months Ended September 30, 2020	For the Nine Months Ended September 30, 2019
EXPENSES				
Accounting and audit fees	\$ 7,393	\$ 8,193	\$ 25,882	\$ 23,953
Consultants	27,687	4,701	27,687	13,941
Foreign exchange loss	49,439	1,090	68,406	18,440
Insurance	7,977	6,912	23,847	20,722
Legal	41,748	-	51,886	4,251
Management fees	122,716	21,125	172,844	94,625
Office	14,617	5,442	28,322	19,749
Rent	-	-	-	7,653
Share-based compensation	298,708	-	370,757	-
Shareholder relations, marketing and conferences	109,827	928	141,726	21,262
Transfer agent and regulatory fees	14,774	1,422	25,055	11,976
Travel	229	-	11,524	-
	<u>\$ 695,115</u>	<u>\$ 49,813</u>	<u>\$ 947,936</u>	<u>\$ 236,572</u>
OTHER INCOME				
Interest income	(1,095)	(447)	(11,065)	(14,217)
Loss for the period	<u>\$ 694,020</u>	<u>\$ 49,366</u>	<u>\$ 936,870</u>	<u>\$ 222,355</u>
Items that will be reclassified subsequently to profit or loss:				
Foreign currency translation	260,470	(133,736)	(287,460)	335,950
Comprehensive loss (income) for the period	<u>954,490</u>	<u>(84,370)</u>	<u>649,410</u>	<u>558,305</u>
Loss per share – basic and diluted	<u>\$ 0.01</u>	<u>\$ 0.00</u>	<u>\$ 0.01</u>	<u>\$ 0.00</u>
Weighted average number of shares outstanding:				
Basic and fully diluted	<u>79,945,047</u>	<u>62,166,547</u>	<u>69,833,003</u>	<u>62,166,547</u>

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

Newcore Gold Ltd.**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS**

(Expressed in Canadian Funds - Unaudited)

FOR THE NINE MONTHS ENDED SEPTEMBER 30

	2020	2019
CASH PROVIDED BY (USED IN):		
Cash flows from operating activities:		
Net loss for the period	\$ (936,870)	\$ (222,355)
Non-cash item:		
Unrealized foreign exchange	21,868	21,052
Share-based compensation	370,757	-
Changes in non-cash working capital:		
Trade and other receivables	(14,549)	1,057
Prepaid expenses	(270,352)	(12,329)
Trade and other payables	(125,156)	(32,942)
	<u>(954,302)</u>	<u>(245,517)</u>
Cash flows from investing activities:		
Redemption (purchase) of short-term investment	(690,900)	204,436
Loan to related party	(125,000)	-
Exploration and evaluation costs	(504,664)	(205,944)
	<u>(1,320,564)</u>	<u>(1,508)</u>
Cash flows from financing activities:		
Proceeds from share issuances, net of transaction costs	2,945,019	-
Exercise of options	225,000	-
	<u>3,170,019</u>	<u>-</u>
Effect of exchange rate on cash	<u>(26,762)</u>	<u>(18,876)</u>
Increase (decrease) in cash	868,390	(265,901)
Cash – beginning of period	92,386	379,657
Cash – end of period	\$ 960,776	\$ 113,756

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

Newcore Gold Ltd.

NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in Canadian Funds - Unaudited)

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2020

1. NATURE OF OPERATIONS

Newcore Gold Ltd. (formerly Pinecrest Resources Ltd.) and its subsidiary (collectively, “Newcore” or the “Company”) engage principally in the acquisition, advancement, and development of precious mineral properties, particularly its Enchi Gold Project in Ghana. Newcore Gold Ltd., the parent, was incorporated pursuant to the provisions of the *Business Corporations Act* (British Columbia) on January 18, 2010. Newcore is a public company listed on the TSX Venture Exchange (the “Exchange”) (TSX-V: NCAU) and its head office is located at 413 – 595 Burrard Street, P.O. Box 49167, Vancouver, British Columbia, V7X 1J1.

2. BASIS OF PRESENTATION

These unaudited condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting. They do not include all of the information and footnotes required by the IFRS as issued by the International Accounting Standards Board for full annual financial statements and should be read in conjunction with the Company’s annual consolidated financial statements for the year ended December 31, 2019. The same accounting policies and methods of computation are used in the preparation of these unaudited condensed interim consolidated financial statements as for the most recent audited annual financial statements and reflect all the adjustments necessary for fair presentation in accordance with IFRS for the interim periods presented.

The unaudited condensed interim consolidated financial statements were authorized for issue by the Audit Committee on November 16, 2020.

3. SIGNIFICANT JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenues and expenses during the reported periods. Actual results could differ from those estimates. Significant areas where management judgment is applied in these financial statements include the impairment of exploration and evaluation assets and the valuation of options and warrants (which are based upon expected useful lives and other relevant assumptions).

Newcore Gold Ltd.**NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(Expressed in Canadian Funds - Unaudited)

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2020**4. EXPLORATION AND EVALUATION ASSETS**

	September 30, 2020	December 31, 2019
Acquisition costs		
Balance, beginning of period	\$ 8,356,926	\$ 8,356,926
Balance, end of period	\$ 8,356,926	\$ 8,356,926
Exploration and evaluation costs		
Balance, beginning of period	\$ 2,750,124	\$ 2,252,462
Camp costs	26,213	17,180
Consulting	74,255	-
Drilling	750,349	2,629
Equipment and software	9,605	-
Geochemistry	90,265	89,099
General and administration	1,340	1,393
Management fees	135,717	-
Mining permits and licenses	50,970	274,841
Professional fees	838	40,579
Public relations	2,172	-
Resource estimate	31,085	-
Salaries and wages	43,945	17,604
Share-based compensation	10,093	-
Travel and lodging	-	169
Vehicle rental	55,629	54,168
Balance, end of period	\$ 4,032,600	\$ 2,750,124
Foreign exchange impact	3,151,144	2,890,130
Total exploration and evaluation assets	\$ 15,540,670	\$ 13,997,180

5. SHARE CAPITAL

The authorized share capital of the Company is comprised of an unlimited number of common and preferred shares without par value.

Private Placement

On June 17, 2020, the Company completed a non-brokered private placement for gross proceeds of \$3,000,000 through the issuance of 15,000,000 common shares ("Shares") of the Company at a price of \$0.20 per share (the "Private Placement"). The Company paid and issued to arm's length parties finder's fees in the amount of \$6,750 and 128,500 Shares, respectively. Total share issue costs in connection with the Private Placement amounted to \$50,801. Insiders of the Company subscribed for a total of 5,300,000 Shares in the Private Placement.

Newcore Gold Ltd.

NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in Canadian Funds - Unaudited)

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2020

5. SHARE CAPITAL – cont'd.

Long-term Incentive Plan

Effective August 19, 2020, the Company adopted a long-term incentive plan (the “Incentive Plan”). The purpose of the Incentive Plan is to attract, retain and motivate persons of training, experience and leadership as directors, officers, employees and consultants of the Company and to promote a greater alignment of interests between such persons and shareholders of the Company. The Incentive Plan is administered by the Board who are tasked with the responsibility to interpret and construe the Incentive Plan, including determining the times when awards are granted, to whom, the number of awards granted, the length of the exercise period and the vesting provisions involved in awards granted, subject to the terms of the Incentive Plan, applicable securities laws and regulatory requirements. The aggregate number of shares to be reserved and set aside for issue upon the exercise or redemption and settlement for all awards granted under the Incentive Plan is fixed at 16,000,000, of which up to a maximum of 3,000,000 shares may be set aside for issue upon the exercise or redemption and settlement of Deferred Share Units (“DSUs”), Performance Share Units (“PSUs”), and Restricted Share Units (“RSUs”), collectively, the “Share Unit Awards”. The Share Unit Awards can be settled through a delivery of cash, common shares, or any combination thereof, at the sole discretion of the Board. As the Company intends to settle any vested Share Unit Award through the issuance of common shares, Newcore has accounted for these awards as equity-settled instruments. To date, the Company has not granted any DSUs under the Incentive Plan.

Stock Options

A summary of the Company’s stock options as of September 30, 2020 is as follows:

Exercise price	January 1, 2020	Granted	Exercised	September 30, 2020	Expiry date	Remaining contractual life in years	Number of options vested
\$0.10	2,550,000	-	(2,250,000)	300,000	December 21, 2020	0.22	300,000
\$0.45	2,350,000	-	-	2,350,000	April 13, 2022	1.53	2,350,000
\$0.53	250,000	-	(1)	249,999	May 24, 2022	1.65	249,999
\$0.25	-	4,450,000	-	4,450,000	May 19, 2025	4.64	-
\$0.79	-	1,500,000	-	1,500,000	August 20, 2025	4.89	-
\$0.75	-	750,000	-	750,000	September 3, 2025	4.93	-
	5,150,000	6,700,000	(2,250,001)	9,599,999			2,899,999
	\$0.28	\$0.43	\$0.10	\$0.42	Weighted average exercise price		

During the period ended September 30, 2020, the Company granted 6,700,000 stock options to directors, officers, consultants, and employees of the Company with an exercise price ranging from \$0.25 to \$0.79 per share. The stock options have an expiry of five years and will vest equally over three years beginning one year from the grant date.

During the period ended September 30, 2020, 2,250,001 stock options with an exercise price ranging from \$0.10 to \$0.53 per common share were exercised by directors, officers, and consultants of the Company for gross proceeds of \$225,000.

Restricted Share Units

During the period ended September 30, 2020, the Company granted a total of 900,000 RSUs to eligible employees and consultants. The RSUs granted vest equally over three years beginning one year from the grant date. The Company expects to settle the RSUs through the issuance of shares and as such has accounted for these awards as equity-settled instruments. The fair value of the RSU is based on the share price at the time of grant and the total fair value is amortized over the RSU vesting period on a graded method. The total fair value for RSUs awarded in 2020 is \$711,000, which is being amortized over the vesting period and included in share-based compensation discussed below.

Newcore Gold Ltd.

NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in Canadian Funds - Unaudited)

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2020

5. SHARE CAPITAL – cont'd.

Performance Share Units

During the period ended September 30, 2020, the Company granted a total of 400,000 PSUs to eligible directors. The PSUs granted vest equally over twelve months. The Company expects to settle the PSUs through the issuance of shares and as such has accounted for these awards as equity-settled instruments. The fair value of the PSU is based on the share price at the time of grant and the total fair value is amortized over the PSU vesting period on a straight-line method. The total fair value for PSUs awarded in 2020 is \$316,000, which is being amortized over the vesting period and included in share-based compensation discussed below.

Share-based Compensation

The weighted average fair value of the stock options granted during the period ended September 30, 2020 is \$0.28 per share. Options are priced using the Black-Scholes option pricing model. The fair value of options granted during the period ended September 30, 2020 was estimated on the date of grant using the Black-Scholes option pricing model with the following weighted average assumptions:

Weighted average risk-free interest rate	0.40%
Weighted average expected option life	5 years
Weighted average expected stock volatility	83%
Weighted average expected dividend yield	Nil

The Company amortizes the total fair value of options and RSUs granted over the graded vesting schedule. The fair value of PSUs is amortized over the straight-line schedule. Consequently, the total compensation expense recognized for options, RSUs, and PSUs during the period was \$380,850. Of the total compensation recorded, \$370,757 was charged to operations and \$10,093 was capitalized to mineral interests.

6. RELATED PARTY TRANSACTIONS

(a) Trading transactions

During the period ended September 30, 2020, Park Road Capital Corp. (the “Borrower”), a corporation controlled by the Company’s CEO and President, and the Company executed a loan agreement whereby the Company agreed to lend \$150,000 to the Borrower (the “Loan”). The Loan is part of the total compensation package of the Company’s CEO and President. The interest free Loan is to be repaid in full by the Borrower before May 19, 2022. During the period ended September 30, 2020, the Borrower repaid \$25,000 of the Loan.

During the period ending September 30, 2020, the Company paid or accrued nil (2019 - \$7,653) for office rent to a related company.

Newcore Gold Ltd.

NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in Canadian Funds - Unaudited)

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2020

6. RELATED PARTY TRANSACTIONS – cont'd.

(b) Compensation of key management personnel

Key management personnel include directors and officers that provide management and consulting services to the Company. Remuneration of key management personnel during the period ended September 30 was as follows:

	2020	2019
Short-term salaries and benefits	\$ 13,716	\$ -
Share-based compensation	378,804	-
Consulting fees paid to key management	159,128	94,625
	<u>\$ 551,648</u>	<u>\$ 94,625</u>

7. FAIR VALUE OF FINANCIAL INSTRUMENTS

(a) Financial Instruments by Category

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Other receivables and trade and other payables are the same as or approximately equal to their respective fair values due to their short-term maturity or capacity of prompt liquidation. The carrying values of the Company's financial assets and financial liabilities are approximately equal to their fair values.

(b) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company ensures there is sufficient capital to meet short-term business requirements. One of management's goals is to maintain an optimal level of liquidity through the active management of the Company's assets, liabilities, and cash flows. The Company's cash which is held as cash deposits and short-term investment are available on demand to fund the Company's short-term financial obligations.

(c) Credit Risk and Concentration Risk

The Company's credit risk is primarily attributable to its cash, short-term investment, and loan receivable. The risk exposure is limited to their carrying values at the balance sheet date. Cash and short-term investments are held with counterparties that carry investment grade ratings as assessed by external rating agencies. The Company does not invest in asset-backed deposits or investments. Concentration risk exists in cash and short-term investments because significant balances are maintained with one financial institution. The risk is mitigated because the instruments are maintained with a large Canadian financial institution.

Newcore Gold Ltd.

NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in Canadian Funds - Unaudited)

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2020

7. FAIR VALUE OF FINANCIAL INSTRUMENTS – cont'd.

(d) Market Risks

The significant market risk to which the Company is exposed is interest rate risk. The Company's interest rate risk arises primarily from the interest earned on cash and short-term investment. Deposits are invested on a short-term basis to enable adequate liquidity for payment of operational and capital expenditures. The Company's short-term investments reflect funds invested in GIC's. Other financial assets and liabilities of the Company are not subject to interest rate risk since they do not bear interest.

8. SEGMENTED INFORMATION

The Company's business is the acquisition, exploration, evaluation, and development of mineral resource properties, which is currently conducted principally in Ghana. The Company is in the exploration stage and accordingly, has no reportable segment revenues for any of the periods presented in these condensed interim consolidated financial statements.

	September 30, 2020	December 31, 2019
<i>Canada</i>		
Total assets	\$ 1,925,501	\$ 516,310
Total liabilities	\$ 428,760	\$ 164,828
<i>Ghana</i>		
Total assets	\$ 16,244,716	\$ 14,136,331
Total liabilities	\$ 586,060	\$ 233,873

The following geographic data denotes net losses based on their country of origin for the period ended September 30:

	2020	2019
Canada	\$ 872,489	\$ 208,083
Ghana	64,382	14,272
Loss for the period	\$ 936,870	\$ 222,355

Newcore Gold Ltd.

NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in Canadian Funds - Unaudited)

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2020

9. CORONAVIRUS (COVID-19)

Since March 2020, several measures have been implemented in Canada and the rest of the world in response to the increased impact from novel coronavirus ("COVID-19"). We continue to operate our business and move our exploration plans forward at this time. While the impact of COVID-19 is expected to be temporary, the current circumstances are dynamic and the impacts of COVID-19 on our business operations, including the duration and impact on our future exploration plans, cannot be reasonably estimated at this time and we anticipate this could have an adverse impact on our business, results of operations, financial position and cash flows in 2020.

10. SUBSEQUENT EVENT

Subsequent to September 30, 2020, the Company completed a bought deal prospectus offering (the "Offering") led by Haywood Securities Inc. and Stifel GMP (acted as co-lead underwriters) and joint book-runners, on behalf of a syndicate of underwriters that included Cormark Securities Inc., Raymond James Ltd., and Sprott Capital Partners LP (collectively, the "Underwriters"). Pursuant to the Offering, the Company issued a total of 18,750,000 common shares of the Company (the "Common Shares") at a price of \$0.80 per Common Share for gross proceeds to the Company of \$15,000,000. The Common Shares were offered by way of a short form prospectus in British Columbia, Alberta, and Ontario. In connection with the Offering, the Underwriters received a cash commission of 5% of the gross proceeds of the Offering up to \$8 million and 6% of the gross proceeds of the Offering above \$8 million (reduced to 2% in respect of sales to purchasers on the president's list which accounted for gross proceeds of \$1 million). Certain directors and management of the Company purchased an aggregate of 525,000 Common Shares pursuant to the Offering.