



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

For the Six Months Ended June 30, 2021

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

	June 30, 2021	December 31, 2020
ASSETS		
Current assets		
Cash and cash equivalents	\$ 1,122,204	\$ 1,276,159
Short-term investment	2,645,900	11,935,900
GST and other receivables	34,082	40,040
Prepaid expenses	291,592	304,001
	<u>4,093,778</u>	<u>13,556,100</u>
Non-current assets		
Loan receivable (<i>Note 6(a)</i>)	68,750	106,250
Other assets	153,958	79,654
Exploration and evaluation assets (<i>Note 4</i>)	27,006,377	17,380,916
	<u>31,322,863</u>	<u>31,122,920</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Trade and other payables	\$ 2,477,653	\$ 1,470,385
Non-current liability		
Provision for bonus payment	112,457	112,457
	<u>2,590,110</u>	<u>1,582,842</u>
Shareholders' equity		
Share capital (<i>Note 5</i>)	29,509,582	28,812,060
Share-based payments reserve	3,429,500	2,516,642
Warrants reserve	2,460,252	2,460,252
Accumulated other comprehensive income	1,962,743	2,459,579
Accumulated deficit	(8,629,324)	(6,708,455)
	<u>28,732,753</u>	<u>29,540,078</u>
	<u>\$ 31,322,863</u>	<u>\$ 31,122,920</u>
<i>Nature of operations (Note 1)</i>		
<i>Subsequent Event (Note 10)</i>		

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 SIX MONTHS ENDED JUNE 30, 2021 AND 2020

	Common shares		Share-based payments reserve	Warrants reserves	Accum. other comprehensive income	Accumulated deficit	Total
	Number	Amount					
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	2,949,199	-	-	-	-	2,949,199
on finder's fees	128,500	-	-	-	-	-	-
Exercise of options	2,250,000	303,174	(78,174)	-	-	-	225,000
Share-based compensation	-	-	72,868	-	-	-	72,868
Foreign currency translation	-	-	-	-	547,930	-	547,930
Net loss for the period	-	-	-	-	-	(242,851)	(242,851)
Balance – June 30, 2020	79,945,047	\$ 14,933,396	\$ 1,732,945	\$ 2,460,252	\$ 3,418,811	\$ (4,739,317)	\$ 17,806,088
Issuance of common shares:							
on private placement	18,750,000	15,050,801	-	-	-	-	15,050,801
Share issuance costs	-	(1,212,560)	-	-	-	-	(1,212,560)
Exercise of options	300,001	40,423	(10,423)	-	-	-	30,000
Share-based compensation	-	-	794,119	-	-	-	794,119
Foreign currency translation	-	-	-	-	(959,232)	-	(959,232)
Net loss for the period	-	-	-	-	-	(1,969,138)	(1,969,138)
Balance – December 31, 2020	98,995,048	\$ 28,812,060	\$ 2,516,642	\$ 2,460,252	\$ 2,459,579	\$ (6,708,455)	\$ 29,540,078

	Common shares		Share-based payments reserve	Warrants reserves	Accum. other comprehensive income	Accumulated deficit	Total
	Number	Amount					
Balance – January 1, 2021	98,995,048	\$ 28,812,060	\$ 2,516,642	\$ 2,460,252	\$ 2,459,579	\$ (6,708,455)	\$ 29,540,078
Share-based compensation	-	-	975,931	-	-	-	975,931
Exercise of options	200,000	143,073	(63,073)	-	-	-	80,000
Issued for services	901,568	554,449	-	-	-	-	554,449
Foreign currency translation	-	-	-	-	(496,836)	-	(496,836)
Net loss for the period	-	-	-	-	-	(1,920,869)	(1,920,869)
Balance – June 30, 2021	100,096,616	\$ 29,509,582	\$ 3,429,500	\$ 2,460,252	\$ 1,962,743	\$ (8,629,324)	\$ 28,732,753

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 June 30, 2021	For the Three Months ended June 30, 2020	For the Six Months Ended June 30, 2021	For the Six Months ended June 30, 2020
EXPENSES				
Accounting and audit fees	\$ 44,361	\$ 10,093	\$ 55,406	\$ 18,488
Amortization	1,466	-	1,466	-
Consultants	28,616	-	73,365	-
Foreign exchange (gain) loss	55,780	8,685	71,528	18,967
Insurance	3,723	7,935	27,249	15,870
Legal	24,500	9,767	71,102	10,137
Management fees	109,723	44,128	349,414	50,128
Office	22,608	8,388	48,518	13,708
Share-based compensation	428,734	72,049	896,767	72,049
Shareholder relations, marketing and conferences	65,370	31,119	300,284	31,899
Transfer agent and regulatory fees	11,037	3,527	26,159	10,280
Travel	11,774	-	14,999	11,295
	807,692	\$ 195,691	\$ 1,936,257	\$ 252,821
OTHER INCOME				
Interest income	(11,808)	-	(15,388)	(9,970)
	795,884	\$ 195,691	\$ 1,920,869	\$ 242,851
Loss for the period				
Items that will be reclassified subsequently to profit or loss:				
Foreign currency translation	309,334	480,774	496,836	(547,930)
	1,105,218	676,465	2,417,705	(305,079)
Comprehensive loss (income) for the period				
	0.01	\$ 0.00	\$ 0.02	\$ 0.00
Loss per share – basic and diluted				
Weighted average number of shares outstanding:				
Basic and diluted	99,206,091	66,576,662	99,101,153	64,693,180

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 SIX MONTHS ENDED JUNE 30

	2021	2020
CASH PROVIDED BY (USED IN):		
Cash flows from operating activities:		
Net loss for the period	\$ (1,920,869)	\$ (242,851)
Non-cash item:		
Amortization	1,466	-
Unrealized foreign exchange	(40,454)	3,429
Share-based compensation	896,767	72,049
Changes in non-cash working capital:		
Trade and other receivables	5,958	(8,638)
Prepaid expenses	12,409	(117,195)
Trade and other payables	(1,332,954)	(124,139)
	<u>(2,377,677)</u>	<u>(417,345)</u>
Cash flows from investing activities:		
Redemption of short-term investment	9,290,000	(2,329,000)
Loan to related party	37,500	(143,750)
Exploration and evaluation costs	(7,148,462)	(132,595)
	<u>2,179,038</u>	<u>(2,605,345)</u>
Cash flows from financing activities:		
Proceeds from share issuances	-	3,000,000
Share issuance costs	-	(50,801)
Exercise of stock options	80,000	225,000
	<u>80,000</u>	<u>3,174,199</u>
Effect of exchange rate on cash	<u>(35,316)</u>	<u>(6,916)</u>
Increase (decrease) in cash	(153,955)	144,593
Cash – beginning of period	<u>1,276,159</u>	<u>92,386</u>
Cash – end of period	\$ 1,122,204	\$ 236,979

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 SIX MONTHS ENDED JUNE 30, 2021

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 also trades on the OTCQX (OTCQX: NCAUF). 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, 2020. 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 August 18, 2021.

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 SIX MONTHS ENDED JUNE 30, 2021**4. EXPLORATION AND EVALUATION ASSETS**

	June 30, 2021	December 31, 2020
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 expenditures		
Balance, beginning of period	\$ 6,635,260	\$ 2,750,124
Camp costs	127,446	69,615
Consulting	8,579	124,088
Drilling	7,452,339	2,612,711
Equipment and software	-	84,870
Geological	622,254	198,334
General and administration	6,531	3,134
Management fees	866,234	311,760
Mining permits and licenses	82,161	67,459
Professional fees	2,106	838
Public relations	24,773	2,139
Resource estimate	219,124	97,102
Salaries and wages	628,521	182,490
Share-based compensation	79,164	32,236
Travel and lodging	-	2,754
Vehicle rental	115,643	95,606
Balance, end of period	\$ 16,870,135	\$ 6,635,260
Foreign exchange impact	1,779,316	2,388,730
Total exploration and evaluation assets	\$ 27,006,377	\$ 17,380,916

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 Placements

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 SIX MONTHS ENDED JUNE 30, 2021

5. SHARE CAPITAL – cont'd.

On November 4, 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).

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 June 30, 2021 is as follows:

Exercise price	January 1, 2021	Granted	Exercised	June 30, 2021	Expiry date	Remaining contractual life in years	Number of options vested
\$0.45	2,350,000	-	150,000	2,200,000	April 13, 2022	0.79	2,350,000
\$0.53	249,999	-	-	249,999	May 24, 2022	0.90	249,999
\$0.25	4,450,000	-	50,000	4,400,000	May 19, 2025	3.89	-
\$0.79	1,500,000	-	-	1,500,000	August 20, 2025	4.14	-
\$0.75	750,000	-	-	750,000	September 3, 2025	4.18	-
\$0.61	100,000	-	-	100,000	December 15, 2025	4.46	-
	9,399,999	-	-	9,199,999			2,599,999
	\$0.44	-	-	\$0.44	Weighted average exercise price		

During the six months ended June 30, 2021, the Company did not grant any stock options.

Restricted Share Units

As at June 30, 2021, there were 1,150,000 RSUs outstanding. During the six months ended June 30, 2021, the Company did not grant any RSUs.

Newcore Gold Ltd.

NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in Canadian Funds - Unaudited)

FOR THE SIX MONTHS ENDED JUNE 30, 2021

5. SHARE CAPITAL – cont'd.

Performance Share Units

As at June 30, 2021, there were 400,000 PSUs outstanding. During the six months ended June 30, 2021, the Company did not grant any PSUs.

Share-based Compensation

Options are priced using the Black-Scholes option pricing model. 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 \$507,838. Of the total compensation recorded, \$468,033 was charged to operations and \$39,805 was capitalized to mineral interests.

6. RELATED PARTY TRANSACTIONS

(a) Trading transactions

During the year ended December 31 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 June 30, 2021, the Borrower repaid \$37,500 of the Loan.

(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 six months ended June 30 was as follows:

	2021	2020
Short-term salaries and benefits	\$ 104,412	\$ -
Share-based compensation	868,513	69,593
Consulting fees paid to key management	245,002	50,128
	\$ 1,217,927	\$ 119,721

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.

Newcore Gold Ltd.

NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in Canadian Funds - Unaudited)

FOR THE SIX MONTHS ENDED JUNE 30, 2021

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

(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.

(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.

	June 30, 2021	December 31, 2020
<i>Canada</i>		
Total assets	\$ 3,184,683	\$ 13,121,712
Total liabilities	\$ 249,888	\$ 733,116
<i>Ghana</i>		
Total assets	\$ 28,138,180	\$ 18,001,208
Total liabilities	\$ 2,340,222	\$ 849,726

Newcore Gold Ltd.

NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in Canadian Funds - Unaudited)

FOR THE SIX MONTHS ENDED JUNE 30, 2021

8. SEGMENTED INFORMATION – cont'd

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

	2021		2020	
Canada	\$	1,840,513	\$	220,127
Ghana		80,356		22,724
Loss for the period	\$	1,920,869	\$	242,851

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 2021.

10. SUBSEQUENT EVENT

On August 4, 2021, the Company completed a bought deal prospectus offering (the "Offering") led by Cormark Securities Inc., as lead underwriter, on behalf of a syndicate of underwriters that included Stifel GMP, Raymond James Ltd., Haywood Securities Inc., and Sprott Capital Partners LP (collectively, the "Underwriters"). Pursuant to the Offering, the Company issued 19,167,050 common shares of the Company (the "Common Shares") at a price of \$0.60 per Common Share for gross proceeds to the Company of \$11,500,230. The Common Shares were offered by way of a prospectus supplement to the Company's base shelf prospectus dated March 9, 2021. In connection with the Offering, the Underwriters received a cash commission of 6% of the gross proceeds of the Offering, reduced to 4% in respect of sales to purchasers on the president's list which account for gross proceeds of \$1 million. Certain directors and management of the Company purchased an aggregate of 396,669 Common Shares pursuant to the Offering.