

**CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS** (Expressed in Canadian Funds)

For the Six Months Ended June 30, 2023 and 2022

# Newcore Gold Ltd. CONDENSED INTERIM CONSOLIDATED BALANCE SHEETS

(Expressed in Canadian Funds)

		June 30,	December 31,
		2023	2022
ASSETS			
Current assets			
Cash and cash equivalents		\$ 5,672,749	\$ 586,138
Short-term investment (Note 4)		-	3,000,000
GST and other receivables		32,074	11,826
Prepaid expenses		 311,283	 352,389
		6,016,106	3,950,353
Non-current assets			
Property, plant and equipment		258,366	261,219
Exploration and evaluation assets (Note .	5)	 40,761,136	 40,301,415
		\$ 47,035,608	\$ 44,512,987
LIABILITIES AND SHAREHOLDER	S' EQUITY		
Current liabilities			
Trade and other payables		\$ 67,516	\$ 380,517
Non-current liability			
Provision for bonus payment		 112,457	 112,457
		 179,973	 492,974
Shareholders' equity			
Share capital (Note 6)		51,033,038	46,513,600
Share-based payments reserve		4,685,373	4,391,054
Warrants reserve		2,904,689	2,460,252
Accumulated other comprehensive incom	ne	3,117,838	4,009,424
Accumulated deficit		 (14,885,303)	 (13,354,317)
		 46,855,635	 44,020,013
		\$ 47,035,608	\$ 44,512,987
On behalf of the Audit Committee:			

# Newcore Gold Ltd. CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (Expressed in Canadian Funds) FOR THE SIX MONTHS ENDED JUNE 30, 2023 AND 2022

	Common sh	nares					
	Number	Amount	Share-based payments reserve	Warrants reserves	Accum. other comprehensive income	Accumulated deficit	Total
Balance – January 1, 2022	120,276,800 \$	40,805,957	\$ 3,935,787	\$ 2,460,252	\$ 2,607,442	\$ (10,729,180)	\$ 39,080,258
Share-based compensation	-	-	639,749	-	-	-	639,749
Exercise of options	1,149,999	969,530	(432,031)	-	-	-	537,499
Exercise of restricted share units	16,666	12,500	(12,500)	-	-	-	-
Foreign currency translation	-	-	-	-	478,047	-	478,047
Net loss for the period	-	-	-	-	-	(763,795)	(763,795)
Balance - June 30, 2022	121,443,465	41,787,987	4,131,005	2,460,252	3,085,489	(11,492,975)	39,971,758
Issuance of common shares:							
on public offering	16,700,000	5,010,000	-	-	-	-	5,010,000
Share issuance costs	-	(430,220)	-	-	-	-	(430,220)
Share-based compensation	-	-	405,882	-	-	-	405,882
Exercise of performance share units	100,000	54,000	(54,000)	-	-	-	-
Exercise of restricted share units	133,332	91,833	(91,833)	-	-	-	-
Foreign currency translation	-	-	-	-	923,935	-	923,935
Net loss for the period	-	-	-	-	-	(1,861,342)	(1,861,342)
Balance – December 31, 2022	138,376,797 \$	46,513,600	\$ 4,391,054	\$ 2,460,252	\$ 4,009,424	\$ (13,354,317)	\$ 44,020,013

	Common sl	hares					
	Number	Amount	Share-based payments reserve	Warrants reserves	Accum. other comprehensive income	Accumulated deficit	Total
Balance – January 1, 2023	138,376,797 \$	46,513,600	\$ 4,391,054	\$ 2,460,252	\$ 4,009,424	\$ (13,354,317)	\$ 44,020,013
Issuance of common shares:							
on public offering	33,333,332	4,555,563	-	444,437	-	-	5,000,000
Share issuance costs	-	(45,125)	-	-	-	-	(45,125)
Share-based compensation	-	-	303,319	-	-	-	303,319
Exercise of restricted share units	16,666	9,000	(9,000)	-	-	-	-
Foreign currency translation	-	-	-	-	(891,586)	-	(891,586)
Net loss for the period	-	-	-	-	-	(1,530,986)	(1,530,986)
Balance – June 30, 2023	171,726,795 \$	51,033,038	\$ 4,685,373	\$ 2,904,689	\$ 3,117,838	\$ (14,885,303)	\$ 46,855,635

# Newcore Gold Ltd. CONDENSED INTERIM CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS (Expressed in Canadian Funds) FOR THE SIX MONTHS ENDED JUNE 30

		For the Three	For the Three	For the Six	For the Six
		Months Ended	Months ended	Months Ended	Months Ended
		June 30, 2023	June 30, 2022	June 30, 2023	June 30, 2022
EXPENSES					
Share-based compensation	\$	128,238 \$	260,777 \$	258,527 \$	542,736
Management fees		571,095	180,334	765,160	362,671
Shareholder relations, marketing and conferences		57,784	114,324	166,256	230,980
Accounting and audit fees		38,023	46,152	46,526	73,378
Travel		32,444	46,489	44,390	59,823
Office		23,848	26,270	43,433	53,368
Consultants		-	24,962	-	36,872
Insurance		15,636	14,235	31,518	28,006
Legal		19,722	25,669	25,359	26,651
Transfer agent and regulatory fees		59,985	17,068	73,589	21,978
Amortization		1,585	2,427	3,426	4,826
Foreign exchange loss (gain)		23,704	(699,380)	147,791	(667,062)
	\$	972,064 \$	59,327 \$	1,605,975 \$	774,227
OTHER INCOME					
Interest income	_	(62,030)	(5,657)	(74,989)	(10,432)
Loss for the period	\$	910,034 \$	53,670 \$	1,530,986 \$	763,795
Items that will be reclassified subsequently to profit or lo	oss:				
Foreign currency translation		858,529	(937,306)	891,586	(478,047)
Comprehensive loss for the period	_	1,768,563	(883,636)	2,422,572	285,748
Loss per share – basic and diluted	\$	<b>0.01</b> \$	0.00 \$	0.01 \$	0.01
Weighted average number of shares outstanding:					
Basic and diluted		139,124,441	121,363,429	138,565,244	120,881,680

# Newcore Gold Ltd. CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS (Expressed in Canadian Funds) FOR THE SIX MONTHS ENDED JUNE 30

	2023	2022
CASH PROVIDED BY (USED IN):		
Cash flows from operating activities:		
Net loss for the period	\$ (1,530,986)	\$ (763,795)
Non-cash item:		
Amortization	3,426	4,826
Unrealized foreign exchange	251,538	81,419
Share-based compensation	258,527	542,736
Changes in non-cash working capital:		
Trade and other receivables	(20,248)	28,031
Prepaid expenses	41,106	55,546
Trade and other payables	 (129,285)	(333,313)
	(1,125,922)	(384,550)
Cash flows from investing activities:		
Redemption of short-term investment	3,000,000	3,460,000
Exploration and evaluation costs	(1,490,231)	(3,735,471)
	1,509,769	(275,471)
Cash flows from financing activities:		
Proceeds from share issuances	5,000,000	-
Share issuance costs	(45,125)	-
Exercise of stock options	-	537,499
	4,954,875	537,499
Effect of exchange rate on cash	(252,111)	(121,352)
Decrease in each and each acquivalants	 5 086 611	(2/2 97/)
Decrease in cash and cash equivalents	5,086,611	(243,874)
Cash and cash equivalents – beginning of period	 586,138	775,007
Cash and cash equivalents – end of period	\$ 5,672,749	\$ 531,133

# 1. NATURE OF OPERATIONS

Newcore Gold Ltd. (formerly Pinecrest Resources Ltd.) ("Newcore" or the "Company") and its subsidiary engage principally in the advancement, and development of its 100% owned Enchi Gold Project ("Enchi" or the "Project") in southwest Ghana. Newcore Gold Ltd., the parent, was incorporated by a Certificate of Incorporation issued 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® Best Market in the United States (OTCQX: NCAUF). Its head office is located at 1560 - 200 Burrard Street, Vancouver, British Columbia, V6C 3L6.

### 2. BASIS OF PRESENTATION

These unaudited condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS") as applicable to interim financial reports, including 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, 2022. 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 28, 2023.

# 3. SUMMARY OF SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES

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 expenses during the reported years. Actual results could differ from those estimates. The most significant areas where management judgment is applied in these financial statements is the assessment of whether there are any indicators of impairment of exploration and evaluation assets.

At each reporting period end, management applies judgment in assessing whether there are any indicators of impairment relating to exploration and evaluation assets. If there are indicators of impairment, the recoverable amount of the related asset is estimated in order to determine the extent of any impairment. Indicators of impairment may include (i) the period during which the entity has the right to explore in the specific area has expired during the period or will expire in the near future and is not expected to be renewed, (ii) substantive expenditure on further exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area; and (iv) sufficient data exist to indicate that the carrying amount of the mining claims and deferred exploration costs is unlikely to be recovered in full from successful development or by sale. No impairment indicators were identified by management as at June 30, 2023.

### 4. SHORT TERM INVESTMENT

A guaranteed investment certificate ("GIC") with a principal value of \$nil (2022 - \$3,000,000) is held with a Canadian chartered bank as of June 30, 2023.

# 5. EXPLORATION AND EVALUATION ASSETS

Acquisition costs and exploration and evaluation expenditures associated with the Enchi Gold Project are as follows:

	June 30, 2023	December 31, 2022
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	\$ 28,073,336	\$ 23,366,723
Camp costs	129,346	370,048
Consulting	16,333	15,070
Drilling	187,386	1,725,113
Geological	169,295	663,072
General and administration	20,443	62,883
Management fees	-	185,264
Mining permits and licenses	121,771	93,199
Public relations	48	6,578
Resource estimate	63,755	102,534
Salaries and wages	489,413	1,044,692
Share-based compensation	44,792	177,896
Vehicle rental	 96,958	260,264
Balance, end of period	\$ 29,412,876	\$ 28,073,336
Foreign exchange impact	 2,991,334	3,871,153
Total exploration and evaluation assets	\$ 40,761,136	\$ 40,301,415

The Enchi Gold Project is subject to the following royalties:

- A 5% royalty on revenues due to the Government of Ghana;
- A 2% net smelter returns royalty (the "NSR") on production from the Project held by Triple Flag Precious Metals Corp. (with 1% subject to a buy-back option for a lump sum payment of US\$3.5 million at any time held by Sandstorm Gold Ltd.);
- A payment of US\$10 per ounce of gold (held by Kinross Gold Corporation) on any new NI 43-101 Measured and Indicated Mineral Resource Estimate included in a Feasibility Study or any ounce of gold mined, whichever occurs first. Such amount would be payable in cash or, at the Company's option, in common shares provided that such issuance would not result in the recipient holding more than 20% of the issued and outstanding shares of the Company; and
- A 2% royalty, up to a maximum amount of USD\$500,000, on future production from one of the Enchi Project licenses held by an arm's length party.

### Government of Ghana's participation in mining lease

Where a mineral right is for mining or exploitation, the Government of Ghana is entitled to a 10% free carried interest in the rights and obligations of the mineral operations in respect of which financial contribution shall not be paid by the Government of Ghana. The Company presently holds prospecting licenses, which do not entitle the Government of Ghana to a 10% free carried interest.

# 6. 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 28, 2023, the Company completed a non-brokered private placement. The Company issued a total of 33,333,332 units of the Company at a price of \$0.15 per unit for gross proceeds of \$5,000,000. Each unit consisted of one common share in the capital of the Company and one-half of one common share purchase warrant, with each full warrant entitling the holder thereof to purchase one common share of the Company at an exercise price of \$0.20 per common share at any time on or before June 28, 2024. Total share issue costs in connection with the private placement amounted to \$45,125, including \$25,125 paid to certain arm-length third parties as finders' fees.

On July 12, 2022, the Company completed a bought deal prospectus offering. The Company issued a total of 16,700,000 common shares of the Company at a price of \$0.30 per common share for gross proceeds to the Company of \$5,010,000. Total share issue costs in connection with the offering amounted to \$430,220. Certain directors and management of the Company purchased an aggregate of 283,327 common shares pursuant to the offering.

#### Long-term Incentive Plan

Effective August 19, 2020, the Company adopted a long-term incentive plan (the "Incentive Plan"). 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 option activities for the six months ended June 30, 2023 and the year ended December 31, 2022 are as follows:

	Six Months ended June 30, 2023			Year ended December 31, 2022			
	Number of options	W	veighted average exercise price	Number of options	V	Weighted average exercise price	
Balance as at beginning of period	9,430,000	\$	0.45	10,189,999	\$	0.45	
Granted	-		-	1,690,000		0.30	
Exercised	-		-	(1,149,999)		0.47	
Expired	-		-	(1,300,000)		0.45	
Balance as at end of period	9,430,000	\$	0.45	9,430,000	\$	0.42	

## 6. SHARE CAPITAL – cont'd.

#### Stock Options - cont'd

As at June 30, 2023, the following stock options were outstanding and vested:

				Remaining	
E	xercise	Number of		contractual	Number of
	price	options	Expiry date	life in years	options vested
\$	0.25	4,300,000	May 19, 2025	1.89	2,866,666
\$	0.79	1,400,000	August 20, 2025	2.14	933,333
\$	0.75	750,000	September 3, 2025	2.18	500,000
\$	0.61	100,000	December 15, 2025	2.46	66,666
\$	0.54	1,190,000	August 19, 2026	3.14	396,666
\$	0.30	1,690,000	August 18, 2027	4.14	-
\$	0.42	9,430,000	TOTAL	2.52	4,763,331

During the six months ended June 30, 2023, there was no stock option activity.

During the year ended December 31, 2022, the Company granted 1,690,000 stock options to officers, consultants, of the Company with an exercise price of \$0.30 per share. The stock options have an expiry of five years and will vest equally over three years beginning from the grant date.

During the year ended December 31, 2022, 1,149,999 stock options with an exercise price ranging from \$0.45 to \$0.53 per common share were exercised by consultants of the Company for gross proceeds of \$537,499. The market price on the dates of exercise ranged from \$0.51 to \$0.54.

#### Warrants

A summary of the Company's common share purchase warrant activities for the six months ended June 30, 2023 and the year ended December 31, 2022 are as follows:

	Six Months ended	June 30, 2023	Year ended December 31, 2022				
	Number of V	Veighted average	Number of We	eighted average			
	warrants	exercise price	warrants	exercise price			
Balance as at beginning of period	- \$	6 -	- \$	-			
Issued	16,666,666	0.20	-	-			
Exercised	-	-	-	-			
Expired	-	-	-	-			
Balance as at end of period	16,666,666 \$	6 0.20	- \$				

As at June 30, 2023, the following share purchase warrants were outstanding:

			Remaining
Exercise	Number of		contractual
price	warrants	Expiry date	life in years
\$ 0.20	16,666,666	June 28, 2024	1.00
\$ 0.20	16,666,666	TOTAL	1.00

# 6. SHARE CAPITAL – cont'd.

#### **Restricted Share Units**

A summary of the Company's RSU activities for the six months ended June 30, 2023 and the year ended December 31, 2022 is presented below:

	Six Months ended	Year ended
	June 30, 2023	December 31, 2022
	Number of units	Number of units
Balance as at beginning of period	1,456,669	1,386,667
Granted	-	320,000
Exercised (equity-settled)	(16,667)	(149,998)
Expired or cancelled	(83,334)	(100,000)
Balance as at end of period	1,356,668	1,456,669

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. There were no RSUs awarded in the six months ended June 30, 2023.

### Performance Share Units

A summary of the Company's PSU activities for the six months ended June 30, 2023 and the year ended December 31, 2022 is presented below:

	Six Months ended	Year ended
	June 30, 2023	December 31, 2022
	Number of units	Number of units
Balance as at beginning of period	550,000	650,000
Granted	-	-
Exercised (equity-settled)	-	(100,000)
Balance as at end of period	550,000	550,000

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. There were no PSUs awarded in the six months ended June 30, 2023.

### Share-based Compensation

The weighted average fair value of the stock options granted during the year ended December 31, 2022 is \$0.14 per share. Options are valued using the Black-Scholes option pricing model. The fair value of options granted during the year ended December 31, 2022 were estimated on the date of grant using the Black-Scholes option pricing model with the following weighted average assumptions:

# 6. SHARE CAPITAL – cont'd.

Share-based Compensation - cont'd

	Six Months ended	Year ended	
	June 30, 2023	December 31, 2022	
Weighted average riks-free rate	n/a	3.06%	
Weighted average expected option life	n/a	5 years	
Weighted average expected stock volatility	n/a	71%	
Weighted average expected dividend yeild	n/a	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 six months ended June 30, 2023 was \$303,319 (2022 - \$639,749). Of the total compensation recorded, \$258,527 (2022 - \$542,736) was charged to operations and \$44,792 (2022 - \$97,013) was capitalized to mineral interests.

# 7. RELATED PARTY TRANSACTIONS

#### Compensation of key management personnel

Key management personnel include members of the Board, the President and Chief Executive Officer, the Chief Financial Officer, the VP Exploration and the VP Business Development and Investor Relations. The aggregate total compensation paid, or payable to key management for management and employee services during the six months ended June 30 was as follows:

	2023	2022
Short-term salaries and benefits	\$ 205,158	\$ 107,668
Share-based compensation	241,714	540,053
Consulting fees paid to key management	560,002	255,003
	\$ 1,006,874	\$ 902,724

# 8. CAPITAL MANAGEMENT

The Company's objectives in managing its capital resources are to safeguard the entity's ability to continue as a going concern and maximize returns to shareholders in the context of the market. The Company satisfies its capital requirements through careful management of its cash resources and by utilizing equity issues, as necessary, based on the prevailing economic conditions of both the industry and the capital markets and the underlying risk characteristics of the related assets. The Company's principal source of capital is from the issuance of common shares. To meet the objectives, management monitors the Company's ongoing capital requirements against net working capital and assesses additional capital requirements on a case-by-case basis. The Company is not subject to any externally imposed capital requirements. The capital structure of the Company consists of equity attributable to common shareholders comprising issued capital, warrants reserve, share-based payments reserve, accumulated other comprehensive income, and accumulated deficit.

# 9. 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. Short-term investment and trade and other payables are the same as or approximately equal to their respective fair values due to their short-term maturity. 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 bank deposits 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 investments, 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 cash equivalents 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 investment are 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.

### **10. SEGMENTED INFORMATION**

The Company's operations are in one segment, the acquisition, exploration, evaluation, and development of mineral resource properties. Consistent with December 31, 2022, the Company has two geographic locations as at June 30, 2023: Canada and Ghana. The total assets and liabilities attributable to the graphic locations relates primarily to the exploration and evaluation assets held by the Company which have been disclosed in Note 5.

	June 30,	December 31,
	2023	2022
Canada		
Total assets	\$ 5,608,048	\$ 3,437,432
Total liabilities	\$ 154,120	\$ 283,405
Ghana		
Total assets	\$ 41,427,560	\$ 41,075,555
Total liabilities	\$ 25,853	\$ 209,569

# 10. SEGMENTED INFORMATION - cont'd

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

	2023	2022
Canada	\$ 1,369,371	\$ 1,423,283
Ghana	161,615	(659,488)
Loss for the period	\$ 1,530,986	\$ 763,795

# 10. SUBSEQUENT EVENT

On August 18, 2023, the Company granted 1,540,000 stock options and 531,000 restricted share units to employees, directors and executives of the Company. The stock options were granted with an exercise price of \$0.20 per share for a period of five years.