

---

**MANITOU GOLD INC.**  
**CONDENSED INTERIM FINANCIAL STATEMENTS**  
**THREE MONTHS ENDED MARCH 31, 2013**  
**(EXPRESSED IN CANADIAN DOLLARS)**  
**(UNAUDITED)**

---

**Notice to Reader**

The accompanying unaudited condensed interim financial statements of Manitou Gold Inc. (the "Company") have been prepared by and are the responsibility of management. The unaudited condensed interim financial statements as at and for the three months ended March 31, 2013 and 2012 have not been reviewed by the Company's auditors.

# Manitou Gold Inc.

## Condensed Interim Statements of Financial Position (Expressed in Canadian Dollars) (Unaudited)

|  | As at<br>March 31,<br>2013 | As at<br>December 31,<br>2012 |
|--|----------------------------|-------------------------------|
| <b>Assets</b>  |                            |                               |
| <b>Current</b>   |                            |                               |
| Cash and cash equivalents (Note 4)                       | \$ 2,139,103               | \$ 2,563,695                  |
| Amounts receivable and other assets (Note 5)             | 49,699                     | 81,839                        |
|  | 2,188,802                  | 2,645,534                     |
| Equipment  | 42,993                     | 45,852                        |
| Mineral properties and deferred exploration expenditures | 13,092,411                 | 13,132,607                    |
|  | \$ 15,324,206              | \$ 15,823,993                 |
| <b>Liabilities and Shareholders' Equity</b>              |                            |                               |
| <b>Current liabilities</b>                               |                            |                               |
| Amounts payable and other liabilities (Note 6)           | \$ 63,153                  | \$ 106,359                    |
| <b>Shareholders' equity:</b>                             |                            |                               |
| Share capital (Note 7)                                   | 13,699,143                 | 13,657,143                    |
| Warrants (Note 8)  | 1,939,179                  | 2,343,029                     |
| Contributed surplus                                      | 2,602,333                  | 2,058,283                     |
| Deficit  | (2,979,602)                | (2,340,821)                   |
|  | 15,261,053                 | 15,717,634                    |
|  | \$ 15,324,206              | \$ 15,823,993                 |

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

Approved on behalf of the Board:

"Todd Keast" Director (Signed)

"Garett MacDonald" Director (Signed)

# Manitou Gold Inc.

## Condensed Interim Statements of (Loss) Income and Comprehensive (Loss) Income (Expressed in Canadian Dollars) (Unaudited)

|  | Three months ended<br>March 31, |                   |
|--|---------------------------------|-------------------|
|  | 2013                            | 2012              |
| General and administrative expenses                                      |                                 |                   |
| Office and general   | \$ 116,906                      | \$ 159,442        |
| Professional fees  | 3,498                           | 8,881             |
| Project generation and evaluation  | 9,132                           | 862               |
| Write down of deferred exploration expenditures                          | 376,667                         | -                 |
| Amortization   | 2,859                           | 4,545             |
|  | <u>509,062</u>                  | <u>173,730</u>    |
| Loss before the net finance charges<br>and income taxes                  | <u>(509,062)</u>                | <u>(173,730)</u>  |
| Net finance charges  |                                 |                   |
| Flow through premium income  | -                               | 832,000           |
| Interest income  | 10,481                          | 22,483            |
|  | <u>(498,581)</u>                | <u>680,753</u>    |
| (Loss) income before income taxes  |                                 |                   |
| Income tax expense   |                                 |                   |
| Recovery of deferred income taxes  | -                               | (29,736)          |
|  |                                 |                   |
| Net (loss) income and comprehensive (loss) income                        | \$ (498,581)                    | \$ 710,489        |
| Net (loss) income and comprehensive<br>(loss) income per share - basic   | \$ (0.01)                       | \$ 0.01           |
| Net (loss) income and<br>comprehensive (loss) income per share - diluted | \$ (0.01)                       | \$ 0.01           |
| Weighted average shares outstanding - basic                              | <u>53,306,578</u>               | <u>48,153,345</u> |
| Weighted average shares outstanding - diluted                            | <u>53,306,578</u>               | <u>66,098,345</u> |

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

# Manitou Gold Inc.

## Condensed Interim Statements of Cash Flows (Expressed in Canadian Dollars) (Unaudited)

|   | Three months ended<br>March 31, |              |
|---|---------------------------------|--------------|
|   | 2013                            | 2012         |
| <b>Cash flows used in operating activities:</b> |                                 |              |
| (Loss) income for the period                    | \$ (498,581)                    | \$ 710,489   |
| Adjustments for:                                |                                 |              |
| Flow through premium income                     | -                               | (832,000)    |
| Recovery of deferred income taxes               | -                               | (29,736)     |
| Write down of deferred exploration expenditures | 376,667                         | -            |
| Amortization                                    | 2,859                           | 4,545        |
|   | (119,055)                       | (146,702)    |
| Changes in non-cash working capital:            |                                 |              |
| Amounts receivable and other assets             | 32,140                          | (38,634)     |
| Amounts payable and other liabilities           | 1,943                           | 373,466      |
|   | (84,972)                        | 188,130      |
| <b>Cash flows used in investing activities:</b> |                                 |              |
| Purchase of equipment                           | -                               | (1,123)      |
| Deferred exploration expenditures incurred      | (339,620)                       | (1,213,589)  |
|   | (339,620)                       | (1,214,712)  |
| <b>Net change in cash and cash equivalents</b>  | (424,592)                       | (1,026,582)  |
| Cash and cash equivalents, beginning of period  | 2,563,695                       | 6,472,362    |
| <b>Cash and cash equivalents, end of period</b> | \$ 2,139,103                    | \$ 5,445,780 |
| <b>Cash and cash equivalents consist of:</b>    |                                 |              |
| Cash  | \$ 65,547                       | \$ 303,150   |
| Cash equivalents                                | 2,073,556                       | 5,142,630    |
|   | \$ 2,139,103                    | \$ 5,445,780 |

### Supplemental Disclosure

|   |             |      |
|---|-------------|------|
| Accounts payable relating to deferred exploration expenditures incurred | \$ (45,149) | \$ - |
|---|-------------|------|

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

# Manitou Gold Inc.

**Condensed Interim Statements of Changes in Shareholders' Equity**  
**(Expressed in Canadian Dollars)**  
**(Unaudited)**

|                                       | Share<br>Capital     | Warrants            | Contributed<br>Surplus | Deficit               | Total                |
|---------------------------------------|----------------------|---------------------|------------------------|-----------------------|----------------------|
| Balance, January 1, 2013              | \$ 13,657,143        | \$ 2,343,029        | \$ 2,058,283           | \$ (2,340,821)        | \$ 15,717,634        |
| Net loss for the period               | -                    | -                   | -                      | (498,581)             | (498,581)            |
| Shares issued on property acquisition | 42,000               | -                   | -                      | -                     | 42,000               |
| Expiration of warrants                | -                    | (544,050)           | 544,050                | -                     | -                    |
| Extension of warrants                 | -                    | 140,200             | -                      | (140,200)             | -                    |
| <b>Balance, March 31, 2013</b>        | <b>\$ 13,699,143</b> | <b>\$ 1,939,179</b> | <b>\$ 2,602,333</b>    | <b>\$ (2,979,602)</b> | <b>\$ 15,261,053</b> |

|                                       | Share<br>Capital     | Warrants            | Contributed<br>Surplus | Deficit               | Total                |
|---------------------------------------|----------------------|---------------------|------------------------|-----------------------|----------------------|
| Balance, January 1, 2012              | \$ 12,986,971        | \$ 2,848,312        | \$ 1,345,000           | \$ (2,617,469)        | \$ 14,562,814        |
| Net income for the period             | -                    | -                   | -                      | 710,489               | 710,489              |
| Shares issued on property acquisition | 105,250              | -                   | -                      | -                     | 105,250              |
| <b>Balance, March 31, 2012</b>        | <b>\$ 13,092,221</b> | <b>\$ 2,848,312</b> | <b>\$ 1,345,000</b>    | <b>\$ (1,906,980)</b> | <b>\$ 15,378,553</b> |

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

# MANITOU GOLD INC.

Notes to Condensed Interim Financial Statements  
March 31, 2013  
(Expressed in Canadian Dollars)  
(Unaudited)

---

## 1. Nature of Operations and Going Concern:

Manitou Gold Inc. (the "Company") 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 101-957 Cambrian Heights Drive, Sudbury, Ontario.

These unaudited condensed 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 \$498,581 for the three months ended March 31, 2013 and has an accumulated deficit of \$2,979,602 as at March 31, 2013 (December 31, 2012 - \$2,340,821). In addition, the Company had working capital of \$2,125,649 at March 31, 2013 (December 31, 2012 - \$2,539,175).

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

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

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

# MANITOU GOLD INC.

Notes to Condensed Interim Financial Statements  
March 31, 2013  
(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 IASB. These unaudited condensed 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 interim financial statements are based on IFRS issued and outstanding as of May 21, 2013, the date the Board of Directors approved the statements. The same accounting policies and methods of computation are followed in these unaudited condensed interim financial statements as compared with the most recent annual financial statements as at and for the year ended December 31, 2012. Any subsequent changes to IFRS that are given effect in the Company's annual financial statements for the year ending December 31, 2013 could result in restatement of these unaudited condensed interim financial statements. These adjustments could be material.

### Change in accounting policies

(i) IFRS 10 – Consolidated financial statements ("IFRS 10") was issued by the IASB in May 2011. IFRS 10 is a new standard which identifies the concept of control as the determining factor in assessing whether an entity should be included in the consolidated financial statements of the parent company. Control is comprised of three elements: power over an investee; exposure to variable returns from an investee; and the ability to use power to affect the reporting entity's returns. At January 1, 2013, the Company adopted this pronouncement and there was no material impact on the Company's unaudited condensed interim financial statements.

(ii) IFRS 11 - Joint Arrangements ("IFRS 11") was issued by the IASB in May 2011 and will replace IAS 31 - Interest in Joint Ventures and SIC 13 - Jointly Controlled Entities - Non-Monetary Contributions by Venturers. IFRS 11 is a new standard which focuses on classifying joint arrangements by their rights and obligations rather than their legal form. Entities are classified into two groups: joint operations and joint ventures. A joint operation exists when the parties have rights to the assets and obligations for the liabilities of a joint arrangement. A joint venture exists when the parties have rights to the net assets of a joint arrangement. Assets, liabilities, revenues and expenses in a joint operation are accounted for in accordance with the arrangement. At January 1, 2013, the Company adopted this pronouncement and there was no material impact on the Company's unaudited condensed interim financial statements.

# MANITOU GOLD INC.

Notes to Condensed Interim Financial Statements  
March 31, 2013  
(Expressed in Canadian Dollars)  
(Unaudited)

---

## 2. Significant Accounting Policies (Cont'd):

### Change in accounting policies (Cont'd)

(iii) IFRS 12 – Disclosure of interests in other entities (“IFRS 12”) was issued by the IASB in May 2011. IFRS 12 is a new standard which provides disclosure requirements for entities reporting interests in other entities, including joint arrangements, special purpose vehicles, and off balance sheet vehicles. At January 1, 2013, the Company adopted this pronouncement and there was no material impact on the Company’s unaudited condensed interim financial statements.

(iv) IFRS 13 – Fair Value Measurement is effective for the Company beginning on January 1, 2013, provides the guidance on the measurement of fair value and related disclosures through a fair value hierarchy. At January 1, 2013, the Company adopted this pronouncement and there was no material impact on the Company’s unaudited condensed interim financial statements given the existing asset and liability mix of the Company to which fair value accounting applies.

(v) IAS 1 - Presentation of Financial Statements (“IAS 1”) was amended by the IASB in June 2011. As a result of the amendment, items in other comprehensive income will be required to be presented in two categories: items that will be reclassified into profit or loss and those that will not be reclassified. The flexibility to present a statement of comprehensive income as one statement or two separate statements of profit and loss and other comprehensive income remains unchanged. At January 1, 2013, the Company adopted this pronouncement and there was no material impact on the Company’s unaudited condensed interim financial statements.

(vi) IAS 27 - Separate Financial Statements (“IAS 27”) was effective for annual periods beginning on or after January 1, 2013, as a result of the issue of the new consolidation suite of standards, IAS 27 has been reissued, as the consolidation guidance will now be included in IFRS 10. IAS 27 will now only prescribe the accounting and disclosure requirements for investments in subsidiaries, joint ventures and associates when an entity prepares separate financial statements. At January 1, 2013, the Company adopted this pronouncement and there was no material impact on the Company’s unaudited condensed interim financial statements.

(vii) IAS 28 - Investments in Associates and Joint Ventures (“IAS 28”) was issued by the IASB in May 2011 and supersedes IAS 28 - Investments in Associates and prescribes the accounting for investments in associates and sets out the requirements for the application of the equity method when accounting for investments in associates and joint ventures. IAS 28 defines significant influence as the power to participate in the financial and operating policy decisions of the investee but is not control or joint control of those policies. IAS 28 also provides guidance on how the equity method of accounting is to be applied and also prescribes how investments in associates and joint ventures should be tested for impairment. At January 1, 2013, the Company adopted this pronouncement and there was no material impact on the Company’s unaudited condensed interim financial statements.

# MANITOU GOLD INC.

Notes to Condensed Interim Financial Statements  
March 31, 2013  
(Expressed in Canadian Dollars)  
(Unaudited)

---

## 2. Significant Accounting Policies (Cont'd):

### Recent accounting pronouncements

(i) IFRS 9 - Financial Instruments ("IFRS 9") was issued by the IASB in November 2009 with additions in October 2010 and will replace IAS 39 - Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9, except that an entity choosing to measure a financial liability at fair value will present the portion of any change in its fair value due to changes in the entity's own credit risk in other comprehensive income, rather than within profit or loss. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2015. Earlier adoption is permitted. The Company is currently assessing the impact of this pronouncement.

(ii) IAS 32 - Financial Instruments: Presentation ("IAS 32") was amended by the IASB in December 2011 to clarify certain aspects of the requirements on offsetting. The amendments focus on the criterion that an entity currently has a legally enforceable right to set off the recognized amounts and the criterion that an entity intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. The amendments to IAS 32 are effective for annual periods beginning on or after January 1, 2014. Earlier adoption is permitted. The Company is currently assessing the impact of this pronouncement.

# MANITOU GOLD INC.

Notes to Condensed Interim Financial Statements

March 31, 2013

(Expressed in Canadian Dollars)

(Unaudited)

---

### 3. Accounting Estimates:

Significant assumptions about the future that management has made that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

- the amounts shown for mining claims and related deferred costs represent costs incurred to date, less amounts expensed and reimbursements, and do not necessarily reflect present or future values of the particular properties;
- management determination project viability, all unrecoverable costs associated with projects deemed not viable net of any related impairment provisions are written off;
- the estimated useful lives and residual value of equipment which are included in the unaudited condensed interim financial statements and the related depreciation included in profit or loss;
- the inputs used in accounting for share based payment transactions and in valuation of warrants included in shareholders' equity;
- management determination of the ability to raise additional capital and/or obtain financing to advance mineral projects;
- due to the complexity and nature of the Company's operations, various legal and tax matters are outstanding from time to time. By their nature, contingencies will only be resolved when one or more future events occur or fail to occur. The assessment of contingencies inherently involves the exercise of significant judgment and estimates of the outcome of future events. In the opinion of management, these matters did not have a material effect on the Company's financial position or results of operations as at March 31, 2013;
- the interpretation of existing tax laws or regulations in Canada which the Company's operations are located requires the use of judgment. Differing interpretation of these laws or regulations could result in an increase in the Company's taxes, or other governmental charges, duties or impositions. In addition, the recoverability of deferred income tax assets, including expected periods of reversal of temporary differences and expectations of future taxable income, are assessed by management at the end of each reporting period;
- the inputs used in accounting for flow-through premium income; and
- management assumption of no material restoration, rehabilitation and environmental, based on the facts and circumstances that existed during the period.

# MANITOU GOLD INC.

Notes to Condensed Interim Financial Statements  
March 31, 2013  
(Expressed in Canadian Dollars)  
(Unaudited)

## 4. Cash and Cash Equivalents:

|                                    | As at<br>March 31,<br>2013 | As at<br>December 31,<br>2012 |
|------------------------------------|----------------------------|-------------------------------|
| Cash                               | \$ 65,547                  | \$ 97,346                     |
| Guaranteed investment certificates | 2,073,556                  | 2,466,349                     |
| Total                              | \$ 2,139,103               | \$ 2,563,695                  |

## 5. Amounts Receivable and Other Assets:

|                                 | As at<br>March 31,<br>2013 | As at<br>December 31,<br>2012 |
|---------------------------------|----------------------------|-------------------------------|
| Sales tax receivable – (Canada) | \$ 32,638                  | \$ 51,941                     |
| Prepaid expenses                | 17,061                     | 29,898                        |
| Total                           | \$ 49,699                  | \$ 81,839                     |

## 6. Amounts Payable and Other Liabilities:

|                             | As at<br>March 31,<br>2013 | As at<br>December 31,<br>2012 |
|-----------------------------|----------------------------|-------------------------------|
| Falling due within the year |                            |                               |
| Trade payables              | \$ 58,153                  | \$ 81,359                     |
| Accrued liabilities         | 5,000                      | 25,000                        |
| Total                       | \$ 63,153                  | \$ 106,359                    |

## 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.

# MANITOU GOLD INC.

Notes to Condensed Interim Financial Statements  
March 31, 2013  
(Expressed in Canadian Dollars)  
(Unaudited)

## 7. Share Capital (Cont'd):

### b) Common shares issued

At March 31, 2013, the issued share capital amounted to \$13,699,143. The change in issued share capital for the periods presented were as follows:

|                                       | Number of<br>Shares | Amount               |
|---------------------------------------|---------------------|----------------------|
| Balance, January 1, 2012              | 48,022,411          | \$ 12,986,971        |
| Shares issued on property acquisition | 230,000             | 105,250              |
| <b>Balance, March 31, 2012</b>        | <b>48,252,411</b>   | <b>\$ 13,092,221</b> |
| Balance, January 1, 2013              | 53,172,411          | \$ 13,657,143        |
| Shares issued on property acquisition | 175,000             | 42,000               |
| <b>Balance, March 31, 2013</b>        | <b>53,347,411</b>   | <b>\$ 13,699,143</b> |

## 8. Warrant Capital:

The following table reflects the continuity of warrants for the three months ended March 31, 2013 and March 31, 2012:

|  | Number Of<br>Warrants | Weighted Average<br>Exercise Price |
|--|-----------------------|------------------------------------|
| <b>Balance, January 1, 2012 and March 31, 2012</b> | <b>14,122,039</b>     | <b>\$0.61</b>                      |
| <b>Balance, January 1, 2013</b>                    | <b>16,197,039</b>     | <b>\$0.49</b>                      |
| Warrants expired                                   | (6,070,000)           | \$0.44                             |
| <b>Balance, March 31, 2013</b>                     | <b>10,127,039</b>     | <b>\$0.52</b>                      |

The Company had the following warrants outstanding at March 31, 2013:

| Number of Warrants | Exercise Price | Expiry Date        |
|--------------------|----------------|--------------------|
| 5,900,000          | \$0.70         | March 29, 2014     |
| 227,039            | \$0.70         | April 18, 2014     |
| 4,000,000          | \$0.25         | September 18, 2014 |
| <b>10,127,039</b>  |                |                    |

# MANITOU GOLD INC.

Notes to Condensed Interim Financial Statements  
March 31, 2013  
(Expressed in Canadian Dollars)  
(Unaudited)

---

## 8. Warrant Capital (Cont'd):

In February 2013, the Directors of the Company approved the extension to the term of certain warrants.

- 5,900,000 warrants were issued by the Company as part of a private placement financing that closed on March 29, 2011. Each warrant was originally exercisable to purchase one common share of the Company at a price of \$0.70 per share until March 29, 2013. The extension of the date of expiry of the warrants to March 29, 2014 was approved by the Directors and the TSX Venture Exchange.
- 227,039 warrants were issued by the Company as part of a private placement financing that closed on April 18, 2011. Each warrant was originally exercisable to purchase one common share of the Company at a price of \$0.70 per share until April 18, 2013. The extension of the date of expiry of the warrants to April 18, 2014 was approved by the Directors and the TSX Venture Exchange.

The Company has recorded the total incremental difference of \$140,200 as a capital transaction based on the fair value of these warrants immediately prior to and after the modification.

The 5,900,000 warrants were valued prior to the extension using the Black-Scholes option pricing model parameters as listed below:

|                         |            |
|-------------------------|------------|
| Risk-free interest rate | 1.00%      |
| Dividend yield          | 0.00%      |
| Volatility              | 137%       |
| Expected life           | 0.07 years |

The 5,900,000 warrants, based on the new terms of the warrants, were valued using the Black-Scholes option pricing model parameters as listed below:

|                         |            |
|-------------------------|------------|
| Risk-free interest rate | 1.00%      |
| Dividend yield          | 0.00%      |
| Volatility              | 141%       |
| Expected life           | 1.07 years |

The 227,039 warrants were valued prior to the extension using the Black-Scholes option pricing model parameters as listed below:

|                         |            |
|-------------------------|------------|
| Risk-free interest rate | 1.00%      |
| Dividend yield          | 0.00%      |
| Volatility              | 186%       |
| Expected life           | 0.13 years |

# MANITOU GOLD INC.

Notes to Condensed Interim Financial Statements  
March 31, 2013  
(Expressed in Canadian Dollars)  
(Unaudited)

---

## 8. Warrant Capital (Cont'd):

The 227,039 warrants, based on the new terms of the warrants, were valued using the Black-Scholes option pricing model parameters as listed below:

|                         |            |
|-------------------------|------------|
| Risk-free interest rate | 1.00%      |
| Dividend yield          | 0.00%      |
| Volatility              | 138%       |
| Expected life           | 1.13 years |

Option pricing models require the use of highly subjective estimates and assumptions including the expected stock price volatility. Changes in the underlying assumptions can materially affect the fair value estimates.

## 9. Stock Options:

The following table reflects the continuity of stock options for the three months ended March 31, 2013 and March 31, 2012:

|  | Number of<br>Options | Weighted Average<br>Exercise Price |
|--|----------------------|------------------------------------|
| <b>Balance, January 1, 2012 and March 31, 2012</b> | <b>4,050,000</b>     | <b>\$0.48</b>                      |
| <b>Balance, January 1, 2013 and March 31, 2013</b> | <b>3,450,000</b>     | <b>\$0.51</b>                      |

The Company had the following stock options outstanding at March 31, 2013:

| Number of<br>Options | Exercisable      | Exercise Price | Expiry Date    |
|----------------------|------------------|----------------|----------------|
| 1,225,000            | 1,225,000        | \$0.45         | May 11, 2013   |
| 385,000              | 385,000          | \$0.45         | June 11, 2013  |
| 1,840,000            | 1,840,000        | \$0.56         | April 20, 2014 |
| <b>3,450,000</b>     | <b>3,450,000</b> |                |                |

# MANITOU GOLD INC.

Notes to Condensed Interim Financial Statements

March 31, 2013

(Expressed in Canadian Dollars)

(Unaudited)

---

## 10. Related Party Balances and Transactions:

Transactions with related parties are incurred in the normal course of business. Related party transactions that were entered into during the period have been listed below, unless they have been disclosed elsewhere in the unaudited condensed interim financial statements.

During the three months ended March 31, 2013, the Company expensed \$10,542 (three months ended March 31, 2012 - \$nil) to Marrelli Support Services Inc. ("Marrelli Support") for the services of Carmelo Marrelli to act as Chief Financial Officer ("CFO") of the Company. Carmelo Marrelli is the president of Marrelli Support. As at March 31, 2013, Marrelli Support was owed \$47 (December 31, 2012 - \$nil) and these amounts were included in accounts payable and other liabilities.

During the three months ended March 31, 2013, the Company expensed \$4,783 (three months ended March 31, 2012 - \$nil) to DSA Corporate Services Inc. ("DSA"). Fees related to corporate secretarial services provided by DSA. DSA is a private company controlled by Carmelo Marrelli, the CFO of the Company. Carmelo Marrelli is also the corporate secretary and sole director of DSA. As at March 31, 2013, DSA was owed \$1,870 (December 31, 2012 - \$1,695) and these amounts were included in accounts payable and other liabilities.

Salaries paid to key management personnel for the three months ended March 31, 2013 totaled \$48,083 (three months ended March 31, 2012 - \$100,000). Key management personnel are comprised of the Company's former and current Chief Executive Officer, the Company's President, the Company's former Chief Financial Officer, and directors.

During the three months ended March 31, 2013, the Company paid \$nil (three months ended March 31, 2012 - \$2,435) on a cost recovery basis, to a company with officers and directors in common. This payment represented the reimbursement of the Company's proportionate share of general and administrative expenditures paid by the related company on behalf of both parties.

## 11. Segmented Information:

The Company's operations comprise a single reporting operating segment engaged in mineral exploration in Canada. As the operations comprise a single reporting segment, amounts disclosed in the unaudited condensed interim financial statements also represent segment amounts.

## 12. Commitment:

Pursuant to the terms of a flow through subscription agreement, the Company is committed to incurring \$600,000 of Canadian Exploration Expenditures ("CEE") on or prior to December 31, 2013. As at March 31, 2013, the Company has satisfied its CEE commitment.

# MANITOU GOLD INC.

Notes to Condensed Interim Financial Statements

March 31, 2013

(Expressed in Canadian Dollars)

(Unaudited)

---

## **13. Subsequent event:**

On May 11, 2013, 1,225,000 stock options with an exercise price of \$0.45 expired unexercised.

# MANITOU GOLD INC.

## Schedule of Mineral Properties and Deferred Exploration Expenditures

March 31, 2013

(Expressed in Canadian Dollars)

(Unaudited)

|                                 | Kenwest<br>\$    | Canamerica<br>\$ | Higbee<br>\$  | Sherridon<br>\$  | Gaffney<br>Extension<br>\$ | Harper<br>Lake<br>\$ | Mosher<br>Bay<br>\$ | West Limb/<br>Merrill<br>\$ | Elora<br>\$    | Total<br>\$       |
|---------------------------------|------------------|------------------|---------------|------------------|----------------------------|----------------------|---------------------|-----------------------------|----------------|-------------------|
| Balance, January 1, 2013        | 5,172,510        | 1,024,379        | 40,254        | 1,370,813        | 4,175,134                  | 99,271               | 385,254             | 531,548                     | 333,444        | 13,132,607        |
| Acquisition and carrying costs: |                  |                  |               |                  |                            |                      |                     |                             |                |                   |
| Option payments                 | -                | -                | -             | -                | 17,500                     | -                    | -                   | -                           | -              | 17,500            |
| Share issuances                 | -                | -                | -             | -                | 42,000                     | -                    | -                   | -                           | -              | 42,000            |
| Property taxes                  | 3,066            | -                | -             | -                | -                          | -                    | -                   | -                           | -              | 3,066             |
|                                 | 3,066            | -                | -             | -                | 59,500                     | -                    | -                   | -                           | -              | 62,566            |
| Exploration expenditures:       |                  |                  |               |                  |                            |                      |                     |                             |                |                   |
| Analysis and lab work           | -                | -                | -             | -                | -                          | -                    | -                   | -                           | 12,095         | 12,095            |
| Consultants                     | 1,144            | -                | -             | 469              | 2,550                      | 450                  | 900                 | -                           | 6,331          | 11,844            |
| Drilling                        | -                | -                | -             | -                | 9,165                      | -                    | -                   | -                           | 156,251        | 165,416           |
| Field office                    | -                | -                | -             | -                | -                          | -                    | -                   | -                           | 465            | 465               |
| Field supplies and consumables  | -                | -                | -             | 254              | 529                        | -                    | -                   | -                           | 13,411         | 14,194            |
| Insurance                       | -                | -                | -             | -                | 282                        | -                    | -                   | -                           | 2,536          | 2,818             |
| Travel and accommodation        | -                | -                | -             | -                | -                          | -                    | -                   | -                           | 5,612          | 5,612             |
| Wages and benefits              | 5,965            | 1,033            | -             | -                | 3,829                      | -                    | -                   | -                           | 50,634         | 61,461            |
|                                 | 7,109            | 1,033            | -             | 723              | 16,355                     | 450                  | 900                 | -                           | 247,335        | 273,905           |
|                                 | 10,175           | 1,033            | -             | 723              | 75,855                     | 450                  | 900                 | -                           | 247,335        | 336,471           |
| Write downs                     | -                | -                | -             | -                | -                          | -                    | -                   | (376,667)                   | -              | (376,667)         |
| <b>Balance, March 31, 2013</b>  | <b>5,182,685</b> | <b>1,025,412</b> | <b>40,254</b> | <b>1,371,536</b> | <b>4,250,989</b>           | <b>99,721</b>        | <b>386,154</b>      | <b>154,881</b>              | <b>580,779</b> | <b>13,092,411</b> |

# MANITOU GOLD INC.

## Schedule of Mineral Properties and Deferred Exploration Expenditures

March 31, 2013

(Expressed in Canadian Dollars)

(Unaudited)

|                                 | Kenwest<br>\$    | Canamerica<br>\$ | Higbee<br>\$  | Sherridon<br>\$  | Gaffney<br>Extension<br>\$ | Harper<br>Lake<br>\$ | Mosher<br>Bay<br>\$ | West Limb/<br>Merrill<br>\$ | Sunshine<br>Lake<br>\$ | Total<br>\$       |
|---------------------------------|------------------|------------------|---------------|------------------|----------------------------|----------------------|---------------------|-----------------------------|------------------------|-------------------|
| Balance, January 1, 2012        | 4,505,618        | 931,949          | 40,254        | 1,081,449        | 2,127,041                  | 60,290               | 77,074              | 441,403                     | -                      | 9,265,078         |
| Acquisition and carrying costs: |                  |                  |               |                  |                            |                      |                     |                             |                        |                   |
| Option payments                 | -                | -                | -             | -                | 119,250                    | -                    | -                   | -                           | 27,500                 | 146,750           |
| Filing fees                     | -                | -                | -             | -                | 1,295                      | -                    | -                   | -                           | 2,295                  | 3,590             |
| Property taxes                  | 2,519            | -                | -             | -                | -                          | -                    | -                   | 367                         | -                      | 2,886             |
|                                 | 2,519            | -                | -             | -                | 120,545                    | -                    | -                   | 367                         | 29,795                 | 153,226           |
| Exploration expenditures:       |                  |                  |               |                  |                            |                      |                     |                             |                        |                   |
| Analysis and lab work           | 30,726           | -                | -             | 10,228           | 9,097                      | -                    | -                   | -                           | -                      | 50,051            |
| Consultants                     | 12,775           | 4,050            | -             | 7,600            | 6,684                      | 1,300                | 1,350               | 1,322                       | 900                    | 35,981            |
| Drilling                        | 456,399          | -                | -             | 114,465          | 156,113                    | -                    | -                   | -                           | -                      | 726,977           |
| Field office                    | 1,395            | -                | -             | -                | 4,467                      | -                    | -                   | -                           | -                      | 5,862             |
| Field supplies and consumables  | 32,512           | -                | -             | 503              | 56,469                     | -                    | -                   | -                           | -                      | 89,484            |
| Line cutting                    | -                | 12,545           | -             | 1,000            | 23,892                     | 22,815               | -                   | -                           | -                      | 60,252            |
| Geophysics                      | -                | -                | -             | -                | 30,325                     | -                    | -                   | -                           | -                      | 30,325            |
| Insurance                       | 1,450            | -                | -             | 395              | 791                        | -                    | -                   | -                           | -                      | 2,636             |
| Travel and accommodation        | 9,641            | -                | -             | 2,339            | 16,394                     | 300                  | -                   | -                           | -                      | 28,674            |
| Wages and benefits              | 56,267           | 442              | -             | 12,510           | 61,731                     | 4,421                | -                   | -                           | -                      | 135,371           |
|                                 | 601,165          | 17,037           | -             | 149,040          | 365,963                    | 28,836               | 1,350               | 1,322                       | 900                    | 1,165,613         |
|                                 | 603,684          | 17,037           | -             | 149,040          | 486,508                    | 28,836               | 1,350               | 1,689                       | 30,695                 | 1,318,839         |
| <b>Balance, March 31, 2012</b>  | <b>5,109,302</b> | <b>948,986</b>   | <b>40,254</b> | <b>1,230,489</b> | <b>2,613,549</b>           | <b>89,126</b>        | <b>78,424</b>       | <b>443,092</b>              | <b>30,695</b>          | <b>10,583,917</b> |