Manning Ventures Inc.

FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED FEBRUARY 28, 2021 AND 2020

Unaudited

Expressed in Canadian Dollars

NOTICE OF NO AUDITOR REVIEW OF INTERIM CONSOLIDATED FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3) (a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the interim financial statements have not been reviewed by an auditor.

The accompanying unaudited interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these interim financial statements in accordance with standards established by the Canadian Institute of Chartered Professional Accountants for a review of interim financial statements by an entity's auditor.

MANNING VENTURES INC.
STATEMENTS OF FINANCIAL POSITION
Expressed in Canadian Dollars

		February 28, 2021		November 30, 2020
ASSETS				
Current				
Cash	$	1,520,747	$	410,000
Prepaid expenses		356,967		593
Accounts receivable		15,552		1,284
		1,893,266		411,877
Exploration and evaluation assets (Note 4)		196,739		196,739
	$	**2,090,005**	**$**	**608,616**
LIABILITIES				
Current				
Accounts payable and accrued liabilities	$	62,702	$	55,188
EQUITY				
Share capital (Note 5)		2,472,945		856,635
Contributed surplus (Note 5)		758,931		22,097
Deficit		(1,204,573)		(325,304)
		2,027,303		553,428
	$	**2,090,005**	**$**	**608,616**

Nature and continuance of operations (Note 1)
Commitments (Note 9)
Subsequent events (Note 10)

Approved and authorized for issue on behalf of the Board on April 26, 2021

*Alexander Klenman*_______
Directors

*Christopher Cooper*_______
Director

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

MANNING VENTURES INC.
STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
Expressed in Canadian Dollars

	Three months ended February 28,	
	2021	2020
EXPENSES		
Consulting	$ **36,272**	$ -
Directors' fee	**5,000**	-
Filing	**3,253**	2,780
Investor relations	**40,241**	450
Office and administration (Note 6)	**16,800**	15,085
Professional fees	**5,410**	(2,133)
Stock based compensation	**770,636**	-
Transfer agent	**1,636**	10,273
TOTAL EXPENSES	**879,248**	26,455
OTHER INCOME		
Foreign exchange	**21**	-
Loss and comprehensive loss	$ **879,269**	$ 26,455
Basic and diluted loss per share	$ **0.043**	$ 0.001
Weighted average number of shares outstanding	**20,683,500**	18,030,824

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

MANNING VENTURES INC.
STATEMENTS OF CHANGES IN EQUITY
Expressed in Canadian Dollars

	Number of shares		Share capital		Contributed Surplus		Deficit		Total equity
Balance, November 30, 2019	**18,000,000**	**$**	**787,110**	**$**	**22,097**	**$**	**(204,192)**	**$**	**605,015**
Shares issued for debt	85,000		6,741		-		-		6,741
Loss for the year	-		-		-		(26,455)		(26,455)
Balance, February 29, 2020	**18,085,000**	**$**	**793,851**	**$**	**22,097**	**$**	**(230,647)**	**$**	**585,301**
Balance, November 30, 2020	**18,485,000**	**$**	**856,635**	**$**	**22,097**	**$**	**(325,304)**	**$**	**553,428**
Shares issued in private placement	10,067,906		1,269,414		185,313		-		1,454,727
Shares issued on exercise of stock options	450,000		290,054		(200,054)		-		90,000
Shares issued on exercise of warrants	377,810		56,842		(19,061)		-		37,781
Share based compensation	-		-		770,636		-		770,636
Loss for the year	-		-		-		(879,269)		(879,269)
Balance, February 28, 2021	**29,380,716**	**$**	**2,472,945**	**$**	**758,931**	**$**	**(1,204,573)**	**$**	**2,027,303**

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

MANNING VENTURES INC.
STATEMENTS OF CASH FLOWS
Expressed in Canadian Dollars

	Three months ended February 28,			
		2021		**2020**
OPERATING ACTIVITIES				
Net loss	$	(879,269)	$	(26,455)
Share based compensation		770,636		-
Changes in working capital items:				
Accounts receivable		(14,268)		(721)
Accounts payable		7,514		(28,472)
Prepaid expenses		(356,374)		323
		(471,761)		(55,325)
FINANCING ACTIVITIES				
Shares issued for cash net of cash share issue costs		1,454,727		-
Cash received on exercise of warrants		37,781		-
Cash received on exercise of stock options		90,000		-
		1,582,508		-
Change in cash		1,110,747		(55,325)
Cash, beginning		410,000		547,041
Cash, end	$	1,520,747	$	491,716

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

1. NATURE AND CONTINUANCE OF OPERATIONS

Manning Ventures Inc. (the "Company") was incorporated under the Business Corporations Act of British Columbia on July 26, 2018. The address of the Company's corporate office and its principal place of business is 10^{th} Floor, 595 Howe Street, Vancouver BC.

During the year ended November 30, 2019 the Company completed the Initial Public Offering ("IPO") and its shares were listed and commenced trading on the Canadian Securities Exchange on October 23, 2019 under the symbol "MANN".

The Company is in the exploration stage and its principal business activity is the sourcing and exploration of mineral properties.

These financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will be able to continue in operation for the foreseeable future, and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business. At November 30, 2020, the Company has not generated revenue or cash flow from operations to adequately fund its activities and has therefore relies principally upon the support of creditors, related parties and issuance of securities for financing. Future capital requirements will depend on many factors including the Company's ability to execute its business plan. These factors form a material uncertainty which may cast significant doubt upon the Company's ability to continue as a going concern. The Company intends to continue relying upon the issuance of securities to finance its future activities but there can be no assurance that such financing will be available on a timely basis under terms acceptable to the Company.

The business of mining and exploration involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The carrying value of the Company's exploration and evaluation assets do not reflect current or future values. The Company has not yet determined whether its exploration and evaluation assets contain economically recoverable ore reserves. The Company has no source of operating revenue and has significant cash requirements to meet its administrative overhead and maintain its exploration and evaluation assets. The recoverability of amounts shown for exploration and evaluation assets is dependent on several factors, which include the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development of these properties, and future profitable production or proceeds from disposition of exploration and evaluation assets.

Although these financial statements do not include any adjustments that may result from the inability to secure future financing, such a situation would have a material adverse effect on the Company's recoverability of assets, classification of assets and liabilities, and results of operations should the Company be unable to continue as a going concern.

1. NATURE AND CONTINUANCE OF OPERATIONS (continued)

Manning is reviewing potential projects to make another acquisition and expand its exploration base. The recent COVID-19 pandemic has caused significant and negative impact on the global financial market and attracting new investors to finance acquisition of mineral projects and exploration activities may prove difficult. The Company's exploration operations in Canada are budgeted to coincide with quarantine restrictions and will be resumed as soon as it is practical.

2. BASIS OF PREPARATION

Statement of Compliance

The Company prepared these consolidated financial statements in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee ("IFRIC").

These interim consolidated financial statements are unaudited and have been prepared in accordance with International Accounting Standard ("IAS") 34 *Interim Financial Reporting* ("IAS 34"), using accounting policies which are consistent with the International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). They do not include all of the information required for full annual consolidated financial statements in compliance with IAS I *Presentation of Financial Statements* ("IAS 1").

Except as noted below, these interim consolidated financial statements follow the same accounting policies and methods of application as the most recent annual audited consolidated financial statements for the year ended July 31, 2020 and should be read in conjunction with those audited consolidated financial statements. These interim consolidated financial statements were approved by the Board of Directors and authorized for issue on April 26, 2021.

3. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's financial instruments consist of cash and accounts payable.

Fair values

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

The fair value hierarchy has the following levels:

Level 1 - quoted prices (unadjusted) in active markets for identical assets and liabilities;

Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

3. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial instrument risk exposure and risk management (continued)

Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair value of cash is determined using level 1 of the fair value hierarchy. The carrying values of the accounts payable and accrued liabilities approximate their fair values due to the expected maturity of these financial instruments.

Financial instrument risk exposure and risk management

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company considers the fluctuations of financial markets and seeks to minimize potential adverse effects on financial performance.

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board approves and monitors the risk management process.

(a) Credit risk

Credit risk is the risk of a financial loss to the Company if counterparty to a financial instrument fails to meet its contractual obligation. The Company's exposure to credit risk includes cash, commodity tax recoverable, and subscriptions receivable. The Company manages credit risk, in respect of cash, by placing its cash with a major Canadian financial institution in accordance with the Company's investment policy.

Concentration of credit risk exists with respect to the Company's cash as all amounts are held at a single major Canadian financial institution. The Company's concentration of credit risk and maximum exposure thereto is considered minimal.

The maximum exposure to credit risk is equal to the fair value or carrying value of the financial assets.

(a) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in obtaining funds to meet commitments. The Company's ability to continue as a going concern is dependent on management's ability to raise required funding through future equity issuances. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments. The Company is exposed to liquidity risk.

Expressed in Canadian Dollars

3. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial instrument risk exposure and risk management (continued)

(b) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk and commodity price risk.

i. Interest rate risk
Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate due to changes in market interest rates. Some of the Company's accounts payable are subject to interest on unpaid balances. Additionally, the Company holds cash balances in an interest-bearing bank account.

ii. Commodity price risk
Commodity price risk is the risk that the fair or future cash flows of a financial instrument will fluctuate because of changes in market prices, other than those arising from interest rate risk or foreign currency risk. The Company actively monitors commodity price changes and stock market prices to determine the appropriate course of action to be taken by the Company.

iii. Foreign Currency Risk
The functional currency of Manning is the Canadian dollar. As of, November 30, 2020 had no financial assets and liabilities that were subject to currency translation risk.

4. EXPLORATION AND EVALUATION ASSETS

During the three months ended February 28, 2021 and year ended November 30, 2020 the Company incurred the following exploration and evaluation costs related to the mineral properties:

		Squid project		Flint project		Total
Balance, November 30, 2019	**$**	**107,739**	**$**	**-**	**$**	**107,739**
Acquisition costs:						
Cash		5,000		20,000		25,000
Shares issued		16,000		48,000		64,000
Total addition to acquisition costs	$	21,000	$	68,000	$	89,000
Total expenses during the year	$	21,000		68,000	$	89,000
Balance, November 30, 2020 and February 28, 2021	**$**	**128,739**	**$**	**68,000**	**$**	**196,739**

4. EXPLORATION AND EVALUATION ASSETS (continued)

a) Squid project

On September 26, 2018 the Company signed an Option Agreement to purchase 75% interest in Squid East Mineral Property (Squid) located in the Dawson Mining District, Yukon, Canada. The agreement was amended on November 25, 2020. As consideration for the amendment to the Option Agreement, the Company paid $5,000 subsequent to the year-end and issued 100,000 common shares to the optionor on November 25, 2020. Under the terms of the amended agreement, the Company must:

(a) issue a total of 800,000 common shares and pay $55,000 in cash as follows:
  i. issue 600,000 shares (issued) and pay $35,000 (paid) on or before the date the Company becomes a listed issuer;
  ii. issue 200,000 shares and pay $20,000 on or before December 31, 2021;

(b) Spend a total of $1,150,000 on exploration as follows:
  i. $50,000 by December 31, 2021;
  ii. $300,000 between January 1, 2022 and December 31, 2022 and
  iii. $700,000 between January 1, 2023 and December 31, 2023.

Upon earning a 75% interest in the property, the Company shall pay the optionor a net smelter returns Royalty ("NSR") of 3%, provided the Company may purchase 1/3 of the NSR for total consideration of $1,000,000 subject to certain conditions.

Beginning on May 31, 2021 and annually thereafter, the Company will make Annual Advance Minimum Royalty payment of $100,000 to optionor (AAMR). The AAMR and NSR payments will be adjusted annually according to the consumer price index with a base of May 31, 2021. The Company may deduct from NSR payments, if any, the aggregate total of all AMMR payments made in accordance with the Option Agreement.

b) Flint project

On November 25, 2020 the Company signed an Option Agreement to purchase 100% interest in Flint Mineral Property (Flint) located in the Kenora Mining District, Ontario, Canada. Under the terms of the amended agreement, the Company must:

(a) issue a total of 2,200,000 common shares and pay $145,000 in cash as follows:
  i. issue 300,000 shares (issued) and pay $20,000 (paid subsequent to the year-end) on the Option Agreement date;
  ii. issue 400,000 shares and pay $30,000 on or before November 25, 2021;
  iii. issue 500,000 shares and pay $40,000 on or before November 25, 2022 and
  iv. issue 1,000,000 shares and pay $55,000 on or before November 25, 2023.

4. EXPLORATION AND EVALUATION ASSETS (continued)

b) Flint project (continued)

(b) Spend a total of $775,000 on exploration as follows:

i. $75,000 on or before November 25, 2021;
ii. $200,000 on or before November 25, 2022 and
iii. $500,000 on or before November 25, 2023.

Upon earning a 100% interest in the property, the Company shall pay the optionor a net smelter returns Royalty ("NSR") of 1%, provided the Company may purchase 1/2 of the NSR for total consideration of $500,000 at any time.

5. SHARE CAPITAL

(a) Authorized:
The Company is authorized to issue an unlimited number of common shares without par value.

(b) Escrow Shares:
As at February 28, 2021, 120,000 shares are held in escrow.

(c) As at February 28, 2021 the Company has 29,380,716 common shares issued and outstanding.

During the three months ended February 28, 2021, the Company issued:

i. 10,067,906 units at a price of $0.15 for gross proceeds of $1,510,186. Each unit consists of one common share and one transferrable share purchase warrant. Each warrant entitles the holder to purchase one common share at a price of $0.25 per until February 11, 2023. In connection with the private placement, the Company has paid finder's fees totaling $55,459 and issued an aggregate of 369,729 non-transferable finders' warrants. Each finders' warrant entitles the holder to purchase one share at a price of $0.25 per finders' Warrant Share until February 11, 2023. The fair value of the warrants of $185,313 was calculated using Black-Scholes option pricing model with the following assumptions: stock price – $0.55; exercise price – $0.25; expected life – two years; volatility – 211%; dividend yield – $nil; and risk-free rate – 0.19%.

ii. 377,810 shares were issued on exercise of warrants at an exercise price of $0.10. The fair value of the warrants of $19,061 was transferred from contributed surplus to share capital.

iii. 450,000 shares were issued on exercise of stock options at an exercise price of $0.20. The fair value of the stock options of $200,054 was transferred from contributed surplus to share capital.

Expressed in Canadian Dollars

5. SHARE CAPITAL (continued)

During the year ended November 30, 2020 the company issued:

i. 85,000 common shares to settle debt of $5,525;
ii. 300,000 shares for Flint mineral property (Note 4b));
iii. 100,000 shares for Squid mineral property (Note 4a)).

(d) Share purchase warrants

On February 11, 2021 the Company granted 10,067,906 warrants with units in a private placement (note 5(c)). The warrants are exercisable at $0.25 for a period of two years. In addition, the Company issued 369,729 warrants to the finders in the private placement (Note 5(c)). Each warrant entitles the holder to acquire an additional common share for $0.25 per share for a two-year period. The fair value of the warrants of $185,313 was calculated using Black-Scholes option pricing model with the following assumptions: stock price – $0.55; exercise price – $0.25; expected life – two years; volatility – 211%; dividend yield – $nil; and risk-free rate – 0.19%.

During the three months ended February 28, 2021 377,810 warrants were exercised at a price of $0.20. The fair value of the warrants of $19,061 was deducted from contributed surplus.

No warrants were issued during the year ended November 30, 2020.

As at February 28, 2021, the Company had warrants outstanding to acquire common shares of the Company as follows:

Expiry date		Exercise price	Number of warrants outstanding	Weighted average remaining contractual life (in years)
October 24, 2021	$	0.10	60,190	0.65
February 11, 2023	$	0.25	10,437,635	1.95
Total			**10,497,825**	**1.95**

The following is a continuity of the Company's warrants for the three months ended February 28, 2021 and year ended November 30, 2020:

	Three months ended February 28, 2021		
	Number of Options		Weighted Average Exercise Price, CAD$
Balance, beginning of year	438,000	$	0.10
Granted	10,437,635		0.25
Exercised	(377,810)		0.10
Balance, end of period	**10,497,825**	**$**	**0.25**

Expressed in Canadian Dollars

5. SHARE CAPITAL (continued)

(e) Stock options

On January 20, 2021 the Company granted 1,050,000 stock options to directors, officers and consultants of the Company. The stock options are exercisable at $0.20 for a period of five years. The fair value of the stock options of $242,742 was calculated using Black-Scholes option pricing model with the following assumptions: stock price – $0.235; exercise price – $0.20; expected life – five years; volatility – 212%; dividend yield – $nil; and risk-free rate – 0.43%.

On January 22, 2021 the Company granted 450,000 stock options to consultants of the Company. The stock options are exercisable at $0.325 for a period of one years. The fair value of the stock options of $200,054 was calculated using Black-Scholes option pricing model with the following assumptions: stock price – $0.55; exercise price – $0.25; expected life – one year; volatility – 209%; dividend yield – $nil; and risk-free rate – 0.18%.

During the three months ended February 28, 2021 450,000 stock options were exercised at a price of $0.25. The fair value of the stock options of $200,054 was deducted from contributed surplus.

As at February 28, 2021, the Company has 1,050,000 stock options outstanding exercisable at a price of $0.20 until January 20, 2026.

The following is a continuity of the Company's stock options for the three months ended February 28, 2021:

	Three months ended February 28, 2021	
	Number of Options	**Weighted Average Exercise Price, CAD$**
Balance, beginning of period	-	$ -
Granted	1,500,000	0.24
Exercised	(450,000)	0.325
Balance, end of period	**1,050,000**	**$ 0.20**

(f) Restricted Share Units

The Company has a restricted share unit ("RSU") plan under which it may grant unlimited RSUs as long as RSU shares combined with any other compensation agreements do not exceed 10% of the Company's issued and outstanding shares. RSUs vest at a specified date and may be settled by the Company at any time after the vesting date and before the expiry date. The Company has the option to settle RSUs either by issuing one common share of the Company for each RSU, or by paying a cash amount equal to the fair market value of one common share of the Company as at the vesting date for each RSU.

Expressed in Canadian Dollars

5. SHARE CAPITAL (continued)

(f) Restricted Share Units

The following is a continuity of RSUs for the three months ended February 28, 2021:

	Three months ended February 28, 2021 Number of RSUs
Balance, beginning of period	-
Granted	683,000
Balance, end of period	**683,000**

6. KEY MANAGEMENT COMPENSATION AND RELATED PARTY BALANCES AND TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

Key management includes directors and key officers of the Company, including the President, Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"). During the three months ended February 28, 2021 the Company paid $15,000 (2020 - $15,000) to key management and is included in office and administration expense.

There were no accounts payable to related parties as at February 28, 2021 (November 30, 2020 - $nil).

7. CAPITAL MANAGEMENT

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, and exploration of exploration and evaluation assets. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The properties in which the Company currently has an interest are in the exploration stage; as such the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

7. CAPITAL MANAGEMENT(continued)

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

There were no changes in the Company's approach to capital management during the three months ended February 28, 2021. The Company is not subject to externally imposed capital requirements.

8. COMMITMENTS

The Company is committed to certain cash payments, common share issuances and exploration expenditures as described in Note 4.

9. SUBSEQUENT EVENTS

Subsequent to the year ended November 30, 2020 the Company announced that it signed a share exchange agreement dated February 24, 2021 among the Company, Wabush Iron Ore Inc. and the securityholders of Wabush to acquire all of the issued and outstanding securities of Wabush.

In consideration for the transaction and pursuant to the terms of the Definitive Agreement, and on closing thereof the Company will issue an aggregate of 11,150,001 common shares in the capital of the Company at a deemed price of $0.15 per share (the "Payment Shares") pro rata to the holders of Wabush common shares. The Payment Shares will be subject to escrow conditions and/or resale restrictions as required by applicable securities laws and the policies of the Canadian Securities Exchange (the "CSE")

In connection with the Transaction, the Company will also issue 1,000,000 common shares with a deemed price of $0.15 per share to Transcend Capital Inc. as a finder's fee.

Subsequent to the three months ended February 28, 2021 the Company issued 700,000 shares on exercise of restricted share units.