



CENTENARIO GOLD CORP.
(formerly AADirection Capital Corp.)

Condensed Consolidated Interim Financial Statements

(Expressed in Canadian dollars)

**For the Nine Months Ended September 30, 2024 and September 30,
2023**

(Unaudited – prepared by Management)

**NOTICE OF NO AUDITOR REVIEW OF
CONDENSED INTERIM FINANCIAL STATEMENTS**

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

The accompanying unaudited condensed 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 financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

Vancouver, B.C.
November 29, 2024

CENTENARIO GOLD CORP.

(formerly AADIRECTION CAPITAL CORP.)

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION

(Unaudited, prepared by management and expressed in Canadian Dollars)

	As at	
	September 30, 2024	December 31, 2023
ASSETS		
Current		
Cash and cash equivalents	\$ 5,334	\$ 407,565
Prepaid expenses (Note 5)	36,613	554,149
Amounts receivable	1,842	9,602
Total Current Assets	43,789	971,316
Non-Current Assets		
Equipment (Note 6)	996	3,109
Exploration and evaluation assets (Note 8)	299,380	234,663
Total Non-Current Assets	300,376	237,772
TOTAL ASSETS	\$ 344,165	\$ 1,209,088
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities (Note 11)	\$ 68,609	\$ 30,172
TOTAL LIABILITIES	68,609	30,172
SHAREHOLDERS' EQUITY (DEFICIENCY)		
Share subscriptions received (Note 10)	-	-
Share capital (Note 10)	4,592,528	4,543,810
Share-based payments reserve (Note 10)	351,724	351,724
Deficit	(4,668,696)	(3,716,618)
TOTAL SHAREHOLDERS' EQUITY (DEFICIENCY)	275,556	1,178,916
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$ 344,165	\$ 1,209,088

Nature and continuance of operations (Note 1)

On behalf of the Board:

"Douglas Fulcher"

Douglas Fulcher, director

"Alain Charest"

Alain Charest, director

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

CENTENARIO GOLD CORP.

(formerly AADIRECTION CAPITAL CORP.)

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN EQUITY

(Unaudited, prepared by management and expressed in Canadian Dollars)

	Number of Shares	Share Capital	Share Subscriptions Received	Share-Based Payments Reserve	Deficit	Total Equity
Balance, December 31, 2022	19,287,492	\$ 1,347,999	\$ 189,500	\$ -	\$ (1,588,851)	\$ (51,352)
Private placement financing	3,851,326	577,699	(189,500)	-	-	388,199
Share purchase warrants exercised	656,666	131,333	-	-	-	131,333
Loss and comprehensive loss for the period	-	-	-	-	(604,074)	(604,074)
Balance, September 30, 2023	23,795,484	\$ 2,057,031	\$ -	\$ -	\$ (2,192,925)	\$ (135,894)

	Number of Shares	Share Capital	Share Subscriptions Received	Share-Based Payments Reserve	Deficit	Total Equity
Balance, December 31, 2023	41,499,156	\$ 4,543,810	\$ -	\$ 351,724	\$ (3,716,618)	\$ 1,178,916
Private placement financing	333,333	48,718	-	-	-	48,718
Loss and comprehensive loss for the period	-	-	-	-	(952,078)	(952,078)
Balance, September 30, 2024	41,832,489	\$ 4,592,528	\$ -	\$ 351,724	\$ (4,668,696)	\$ 275,556

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

CENTENARIO GOLD CORP.

(formerly AADIRECTION CAPITAL CORP.)

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF COMPREHENSIVE LOSS

(Unaudited, prepared by management and expressed in Canadian Dollars)

	For the Nine Months Ended September 30,		For the Nine Months Ended September 30,	
	2024	2023	2024	2023
Operating expenses				
Exploration and evaluation	\$ 13,708	\$ 103,049	\$ 426,173	\$ 335,705
Depreciation (Notes 6 and 9)	-	582	992	8,786
Investor relations and marketing	121,117	-	357,546	595
Management fees and consulting fees (Note 11)	27,000	40,964	89,413	135,110
Office and administration (Note 11)	10,543	14,402	34,770	37,146
Professional fees	-	1,500	18,161	52,361
Project generation	-	165	-	12,722
Stock-based compensation expense (Note 10)	-	-	-	-
Transfer agent and filing fees	1,216	-	13,649	14,169
Travel and business development	48	-	4,448	4,072
Foreign exchange loss	8,462	(1,488)	9,678	3,408
Loss from operations	(182,094)	(159,174)	(954,830)	(604,074)
Other items				
Gain on sale of equipment	-	-	1,124	-
Interest income	54	-	1,628	-
	54	-	2,752	-
Loss and Comprehensive Loss for the Period	\$ (182,040)	\$ (159,174)	\$ (952,078)	\$ (604,074)
Basic And Diluted Loss Per Share Outstanding	\$ (0.00)	\$ (0.01)	\$ (0.02)	\$ (0.03)
Weighted Average Number Of Shares Outstanding	41,832,489	23,138,818	41,820,279	22,687,381

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

CENTENARIO GOLD CORP.

(formerly AADIRECTION CAPITAL CORP.)

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS

(Unaudited, prepared by management and expressed in Canadian Dollars)

	For the Nine Months Ended September 30,	
	2024	2023
Cash and cash equivalents provided by (used in):		
Operating Activities		
Net loss for the period	\$ (952,078)	\$ (604,074)
Items not affecting cash:		
Depreciation	992	8,786
Gain on sale of equipment	(1,124)	-
Changes in non-cash operating working capital items:		
(Increase) decrease in prepaid expenses	517,536	(3,870)
Decrease in accounts receivable	7,760	26
Increase in value added tax receivable	-	(28,134)
Increase (decrease) in accounts payable and accrued liabilities	38,437	(44,013)
Cash used in operating activities	(388,477)	(671,279)
Investing Activities		
Exploration and evaluation assets	(64,717)	(102,076)
Proceeds on disposition of equipment	2,245	-
Cash used in investing activities	(62,472)	(102,076)
Financing Activities		
Share capital issued, net of issuance costs	48,718	519,532
Loan received	-	150,000
Principal portion of office lease	-	(7,852)
Cash provided by financing activities	48,718	661,680
Decrease in cash and cash equivalents during the period	(402,231)	(111,675)
Cash and cash equivalents - beginning of the period	407,565	115,033
Cash and cash equivalents - end of the period	\$ 5,334	\$ 3,358

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

1. NATURE AND CONTINUANCE OF OPERATIONS

Centenario Gold Corp. (formerly AADirection Capital Corp.) (the "Company" or "CTG") was incorporated under the Business Corporations Act of British Columbia on December 1, 2020 and was a capital pool company as defined by TSX Venture Exchange ("TSXV") Policy 2.4 (the "Policy"). The Company completed its initial public offering ("IPO") on August 17, 2021 and its shares commenced trading on the TSXV under the symbol AAD.P.

On October 26, 2023, the Company completed its qualifying transaction (the "Transaction") under TSXV Policy 2.4 – Capital Pool Companies, and it concurrently changed its name from AADirection Capital Corp. to Centenario Gold Corp. Prior to the Transaction, the Company was a Capital Pool Company (CPC) as defined pursuant to Policy 2.4 of the TSXV that performed no significant business activities other than the identification and evaluation of assets or businesses with the view of completing a qualifying transaction.

Following completion of the Transaction, the Company now operates as a Tier 2 exploration issuer listed on the TSXV under the trading symbol CTG. Its principal business is to acquire, explore, and develop interests in mineral projects in Mexico.

The Company's head office, principal address and registered and records office is Suite 615 – 800 West Pender Street, Vancouver, BC, V6C 2V6.

Going concern of operations

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. The financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations.

As of September 30, 2024, the Company has not generated any revenues and has incurred losses of \$4,668,696 (December 31, 2023 - \$3,716,618) since inception. The Company's continued existence and plans for future growth depend on its ability to obtain additional capital. The Company's business may be affected by changes in political and market conditions, such as interest rates, availability of credit, inflation rates, changes in laws, and national and international circumstances. Recent geopolitical events and potential economic global challenges such as the risk of the higher inflation and energy crises, may create further uncertainty and risk with respect to the prospects of the Company's business.

1. NATURE AND CONTINUANCE OF OPERATIONS (cont'd...)

The above material uncertainties raise significant doubt about the Company's ability to continue as a going concern. Although these financial statements have been prepared on a going concern basis, the Company's continuing operations are dependent upon its ability to obtain adequate financing through debt or equity issuance.

2. BASIS OF PREPARATION

(a) Statement of compliance

These condensed consolidated interim financial statements of the Company for the nine months ended September 30, 2024 have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). These condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard 34, "Interim Financial Reporting" ("IAS 34").

These condensed consolidated interim financial statements follow the same accounting principles and methods of application as the annual consolidated financial statements for the year ended December 31, 2023, but may condense or omit certain disclosures that otherwise would be present in the annual financial statements prepared in accordance with IFRS. These financial statements should therefore be read in conjunction with the annual consolidated financial statements for the year ended December 31, 2023. Results for the period ended September 30, 2024, are not necessarily indicative of future results.

These condensed consolidated interim financial statements were authorized for issue by the Board of Directors on November 29, 2024.

(b) Financial Statement Presentation

These financial statements include the accounts of the Company, its 100% owned Canadian subsidiary, 1403285 B.C. Ltd. and its 99% owned Mexican subsidiary, Durango Gold Corp S.A. de C.V. whose principal business is the exploration of the Eden project in Mexico. All significant inter-company transactions and balances have been eliminated on consolidation. All amounts are stated in Canadian dollars unless otherwise indicated.

2. BASIS OF PREPARATION (cont'd...)

(c) Use of judgments and estimates

The preparation of financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported revenues and expenses during the period.

Although management uses historical experience and its best knowledge of the amount, events or actions to form the basis for judgments and estimates, actual results may differ from these estimates.

Significant areas requiring the use of management judgements and estimates include:

- impairment of exploration and evaluation assets;
- provision of reclamation and environmental obligations, if any;
- the determination of the value of the common shares issued pursuant to the RTO; and
- inputs used in accounting for stock-based compensation expense in profit or loss.

The management of the Company has considered the Company's current activities, funding position and projected funding requirements for the period of at least twelve months from the date these financial statements, in determining the ability of the Company to adopt the going concern basis in preparing the financial statements for the nine months ended September 30, 2024. The assessment of the Company's ability to execute its strategy to meet its future funding requirements involves judgment.

3. MATERIAL ACCOUNTING POLICIES

(a) Cash and cash equivalents

Cash includes deposits held at call with financial institutions.

(b) Equipment

Equipment is recorded at cost less accumulated depreciation and impairment losses, if any. Depreciation is recognized as follows:

- Motor vehicles – over 4 years.
- Computer equipment – over 2 years.

3. MATERIAL ACCOUNTING POLICIES (cont'd...)

(c) Exploration and evaluation assets (“E&E”)

Costs relating to the acquisition and claim maintenance of exploration and evaluation assets (including option payments and annual fees to maintain the property in good standing) are capitalized and deferred by property until the project to which they relate is sold, abandoned, impaired or placed into production.

The Company expenses all exploration, evaluation and development expenditures until management concludes that a future economic benefit is more likely than not to be realized.

Once the Company considers that a future economic benefit is more likely than not of being realized, all subsequent costs directly relating to the advancement of the related area of interest are capitalized.

Capitalized exploration and evaluation costs are tested for impairment when events or changes in circumstances indicate that the carrying amount may not be recoverable. If an indicator is identified, the asset’s recoverable amount is calculated and compared to the carrying amount. For the purpose of measuring recoverable amounts, assets are grouped into CGUs. An impairment loss is recognised for the amount by which the asset’s carrying amount exceeds its recoverable amount.

As the Company currently has no operational income, any incidental revenues earned in connection with exploration activities are applied as a reduction to exploration costs. Exploration and evaluation acquisition costs that are capitalized are included as part of cash flows from investing activities whereas exploration and evaluation expenditures that are expensed are included as part of cash flows from operating activities.

(d) Leases

At inception of a contract, the Company must assess whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset over a period of time in exchange for consideration. The Company must assess whether the contract involves the use of an identified asset, whether it has the right to obtain substantially all of the economic benefits from the use of the asset during the term of the contract and if it has the right to direct the use of the asset.

As a lessee, the Company recognizes a right-of-use asset and a lease liability at the commencement date of the lease.

3. MATERIAL ACCOUNTING POLICIES (cont'd...)

(d) Leases (cont'd...)

Right-of-use asset

The right-of-use asset is initially measured at cost, which is comprised of the initial amount of the lease liability adjusted for any lease payments made and any initial direct costs incurred at or before the commencement date, plus any decommissioning and restoration costs, less any lease incentives received. The right-of-use asset is subsequently depreciated from the commencement date to the earlier of the end of the lease term, or the end of the useful life of the asset. In addition, the right-of-use asset may be reduced due to impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

Lease liability

A lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date discounted by the interest rate implicit in the lease or, if that rate cannot be readily determined, the incremental borrowing rate. The lease liability is subsequently measured at amortized cost using the effective interest method.

Lease payments included in the measurement of the lease liability comprise: fixed payments; variable lease payments that depend on an index or a rate; amounts expected to be payable under any residual value guarantee; the exercise price under any purchase option that the Company would be reasonably certain to exercise; lease payments in any optional renewal period if the Company is reasonably certain to exercise an extension option; and penalties for any early termination of a lease unless the Company is reasonably certain not to terminate early. The Company has not included non-lease components related to premises leases in the determination of the lease liability.

The Company has elected not to recognize right-of-use assets and lease liabilities for short-term leases that have a lease term of twelve months or less and leases of low-value assets. The lease payments associated with these leases are charged directly to income on a straight-line basis over the lease term.

3. MATERIAL ACCOUNTING POLICIES (cont'd...)

(e) Decommissioning liabilities

An obligation to incur decommissioning and site rehabilitation costs occurs when environmental disturbance is caused by exploration, evaluation, development or ongoing production.

Decommissioning and site rehabilitation costs arising from the installation of plant and other site preparation work, discounted to their net present value, are provided when the obligation to incur such costs arises and are capitalized into the cost of the related asset. These costs are charged against operations through amortization of the asset and unwinding of the discount on the provision.

Amortization is included in operating costs while the unwinding of the discount is included as a financing cost. Changes in the measurement of a liability relating to the decommissioning or site rehabilitation of plant and other site preparation work are added to, or deducted from, the cost of the related asset and charged against operating profit or loss. The discount rate used to measure the net present value of the obligations is the pre-tax rate that reflects the current market assessment of the time value of money and the risks specific to the obligation.

The costs for the restoration of site damage, which arises during production, are provided at their net present values and charged against operations as extraction progresses.

(f) Share capital

Common shares are classified as equity. Transaction costs directly attributable to the issue of common shares and share options are recognized as a deduction from equity, net of any tax effects.

The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the more easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component. The Company considers the fair value of common shares issued in private placements to be the more easily measurable component of unit offerings and the common shares are valued at their fair value, as determined by the closing quoted bid price on the announcement date. The balance, if any, is allocated to any attached warrants or other features. Any fair value attributed to warrants is recorded as share-based payments reserve.

When unit warrants are exercised, the amounts previously recognized in share-based payments reserve are transferred to share capital.

3. MATERIAL ACCOUNTING POLICIES (cont'd...)

(g) Foreign currency translation

The Company's functional and reporting currency is the Canadian dollar. The functional currency of the Company's subsidiaries is the Canadian dollar.

Transactions in currencies other than the functional currency are recorded at the rates of exchange prevailing on dates of transactions. Monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing at each reporting date. Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are retranslated to the functional currency at the exchange rate at the date the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Foreign currency translation differences are recognized in profit or loss, except for differences on the retranslation of fair value through other comprehensive income instruments which are recognized in other comprehensive income.

For the purposes of presenting consolidated financial statements, the assets and liabilities of the Company's subsidiaries are translated into the Canadian dollar using exchange rates prevailing at the end of the period. Income and expense items are translated at the average rate for the period. Exchange differences are recognized in the statement of comprehensive loss.

(h) Share-based payments

The Company grants stock options to acquire common shares of the Company to directors, officers, employees and consultants. An individual is classified as an employee when the individual is an employee for legal or tax purposes, or provides services similar to those performed by an employee.

The fair value of stock options is measured on the date of grant, using the Black-Scholes option pricing model, and is expensed over the vesting terms. The Company estimates a forfeiture rate and adjusts the corresponding expense each period based on an updated forfeiture estimate.

In situations where equity instruments are issued to non-employees and some or all of the goods or services received by the Company as consideration cannot be specifically identified, they are measured at the fair value of the share-based payment. Otherwise, share-based payments to non-employees are measured at the fair value of goods or services received.

When stock options are exercised, the amounts previously recognized in share-based payments reserve are transferred to share capital.

3. MATERIAL ACCOUNTING POLICIES (cont'd...)

(i) Warrants

The Company accounts for warrants including warrants issued to brokers in connection with the issuance of shares (“broker warrants”) using the fair value method. Under this method, the fair value of broker warrants is first determined based on the value of goods or services received. In situations where some or all of the goods or services received by the Company as consideration cannot be specifically identified, the fair value of broker warrants is then determined using the Black-Scholes valuation model.

When broker warrants are exercised, the amounts previously recognized in share-based payments reserve are transferred to share capital.

(j) Income taxes

Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded using the liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that affect neither accounting or taxable loss; and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the reporting date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

Additional income taxes that arise from the distribution of dividends are recognized at the same time as the liability to pay the related dividend. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

3. MATERIAL ACCOUNTING POLICIES (cont'd...)

(k) Financial instruments

The following is the Company's accounting policy for financial instruments:

(i) Classification

The Company classifies its financial instruments in the following categories: at fair value through profit or loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

The Company classifies its financial instruments as follows:

Financials Assets	Classification
Cash and cash equivalents	Amortized cost
Amounts receivables (excluding sales tax receivable)	Amortized cost
Financial Liabilities	
Accounts payable and accrued liabilities	Amortized cost
Lease liability	Amortized cost

(ii) Measurement

Financial assets and liabilities at amortized cost

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

Financial assets and liabilities at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statements of loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the statement of loss in the period in which they arise.

3. MATERIAL ACCOUNTING POLICIES (cont'd...)

(k) Financial instruments (cont'd...)

(iii) Impairment of financial assets at amortized cost.

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in the statements of loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

(iv) Derecognition

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in the statements of loss.

(l) Loss per share

The Company presents basic loss per share for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share does not adjust the loss attributable to common shareholders or the weighted average number of common shares outstanding when the effect is anti-dilutive.

(m) Related Party 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. Parties are also considered to be related if they are subject to common control, 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.

3. MATERIAL ACCOUNTING POLICIES (cont'd...)

(n) New accounting standards and interpretations issued but not yet effective

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or IFRIC that are mandatory for accounting periods noted below. Some updates that are not applicable or are not consequential to the Company may have been excluded from the list below.

IAS 1 Presentation of Financial Statements

IAS 1 has been amended to clarify classification of liabilities as current or non-current. The amendments are effective for the years beginning on or after January 1, 2024. The amendment is expected to have no impact on the Company.

Accounting standards adopted in the current year

Amendments to IAS 1 and IFRS Practice Statement 2 – Disclosure of Accounting Policies

These amendments continue the IASB's clarifications on applying the concept of materiality. These amendments help companies provide useful accounting policy disclosures, and they include: requiring companies to disclose their material accounting policies instead of their significant accounting policies; clarifying that accounting policies related to immaterial transactions, other events or conditions are themselves immaterial and do not need to be disclosed; and clarifying that not all accounting policies that relate to material transactions, other events or conditions are themselves material. The IASB also amended IFRS Practice Statement 2 to include guidance and examples on applying materiality to accounting policy disclosures. The adoption of these amendments had minimal impact on the disclosures in these financial statements.

4. REVERSE TAKEOVER

The Transaction (see Note 1) was completed pursuant to a plan of arrangement (the "Arrangement") dated October 26, 2023 between AADirection Capital Corp. (the "CPC") and Centenario Gold Corp. (the "Legal Acquiree" or "CGC") whereby the former issued 35,499,156 of its common shares for 100% of the issued and outstanding common shares of the latter on a one-for-one basis. The Transaction resulted in a reverse takeover ("RTO") of the CPC by the Legal Acquiree as, immediately after the completion of the Transaction, the shareholders of the Legal Acquiree owned 86% of the Company.

Pursuant to the Arrangement, the Legal Acquiree and a wholly-owned subsidiary of the CPC amalgamated to form a new company under the corporate name 1403285 B.C. Ltd. which will carry on the business previously carried on by the Legal Acquiree.

4. REVERSE TAKEOVER (cont'd...)

Pursuant to the term of the Arrangement, prior to the completion of the Transaction, in October 2023, the Legal Acquiree completed a private placement financing of 11,703,672 subscription receipts (the "Subscription Receipts") at \$0.15 per subscription receipt. Immediately prior to the closing of the Transaction, each Subscription Receipt automatically converted, without payment of additional consideration or further action by the holder thereof, into one unit (each, a "Unit") of the Legal Acquiree just prior to the amalgamation. Each Unit was comprised of one common share (each, a "Common Share") in the capital of the Legal Acquiree and one half of one common share purchase warrant (each whole warrant, a "Warrant"), exercisable at \$0.30 per Warrant share for a period of two (2) years from issuance which securities were immediately exchanged 1:1 for securities of the CPC. Immediately prior to the RTO, the capital structure of the legal acquiree comprised the following: (i) 35,499,156 issued and outstanding common shares; (ii) warrants exercisable for 1,268,992 common shares at \$0.20 per share; (iii) warrants exercisable for 5,851,834 common shares at \$0.30 per share; and (iv) finders' warrants exercisable for 784,986 common shares at \$0.15 per share.

Upon completion of the Transaction, the shareholders of the Legal Acquiree owned approximately 86% of the issued and outstanding common shares of the Company. For accounting purposes, the Transaction is considered as a "reverse takeover". A reverse takeover transaction involving a non-public operating entity and non-operating public company is in substance a capital transaction, rather than a business combination. These financial statements are presented as a continuation of the Legal Acquiree but are issued in the name of the Company as a legal parent. The Transaction has been measured at the fair value of the shares and warrants that are deemed to have been issued to the Company's historical shareholders. Accordingly, the transaction has been recorded in these financial statements using a basis of accounting as summarized below:

- a) The historical equity of the CPC has been eliminated and the excess of the fair value of deemed issuance of the equity instruments over the fair value of the net assets acquired has been recorded as listing expense in comprehensive loss for the period;
- b) The retained earnings (deficit) and other equity balances presented in these financial statements are those of the Legal Acquiree;
- c) The assets and liabilities of the Legal Acquiree are included in these Financial Statements on pre-transaction basis of accounting;
- d) The net assets of the CPC were measured at their estimated fair value on the date of the Transaction; and
- e) Comparative information presented in these financial statements is that the Legal Acquiree.

Pursuant to the terms of the QT, the CPC advanced \$150,000 to the Legal Acquiree to pay the annual Eden property option payment (See Note 8) and towards other expenses in connection with the closing of the Transaction.

CENTENARIO GOLD CORP. (formerly AADirection Capital Corp.)
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
(Unaudited, prepared by management and expressed in Canadian dollars)
For the nine months ended September 30, 2024 and September 30, 2023

4. REVERSE TAKEOVER (cont'd...)

The total purchase price has been allocated as follows:

Consideration given up:

6,000,000 common shares - \$0.15/share	\$	900,000
		<u>900,000</u>

Net Assets Acquired:

Cash	252,936
GST receivable	4,374
	<u>257,310</u>

Listing expense	\$	<u>642,690</u>
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5. PREPAID EXPENSES

As at September 30, 2024, prepaid expenses are comprised of \$Nil (December 31, 2023 - \$168,400) paid to the drill contractor for drilling completed on the Eden property in January 2024, \$12,500 (December 31, 2023 - \$200,000) for a social media and marketing campaign that extends until October 2024, \$18,482 (December 31, 2023 - \$184,816) paid for advertising and promotion through October 2024, \$2,157 (December 31, 2024 - \$Nil) paid for future news releases and \$3,474 (December 31, 2023 - \$933) in exploration advances.

CENTENARIO GOLD CORP. (formerly AADirection Capital Corp.)
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
(Unaudited, prepared by management and expressed in Canadian dollars)
For the nine months ended September 30, 2024 and September 30, 2023

6. EQUIPMENT

	Computer equipment	Motor Vehicles	Total
COST			
Balance, December 31, 2022	\$ -	\$ 10,367	\$ 10,367
Additions	996	-	996
Balance, December 31, 2023	996	10,367	11,363
Disposals	-	(1,121)	(1,121)
Balance, September 30, 2024	\$ 996	\$ 9,246	\$ 10,242
AMORTIZATION			
Balance, December 31, 2022	\$ -	\$ 5,972	\$ 5,972
Amortization	-	2,282	2,282
Balance, December 31, 2023	\$ -	\$ 8,254	\$ 8,254
Amortization	-	992	992
Balance, September 30, 2024	\$ -	\$ 9,246	\$ 9,246
CARRYING AMOUNTS			
As at December 31, 2023	\$ 996	\$ 2,113	\$ 3,109
As at September 30, 2024	\$ 996	\$ -	\$ 996

7. VALUE ADDED TAX RECEIVABLE

Value added tax ("VAT") receivable represents tax payments paid by the Company in Mexico which are refundable from the Mexican government. During the nine months ended September 30, 2024, the Company incurred VAT of \$17,221 (2023 - \$17,867) paid on Eden Project expenditures charged to exploration and evaluation expense (see Note 8) and project generation expenses.

The recoverability of the balance of VAT incurred in Mexico is subject to the Company qualifying to offset these VAT credits against VAT charged and collected when the Eden Property commences production. As the commencement of production at the Eden Property is uncertain at this time, the Company has elected to expense the VAT amounts paid in respect of exploration and evaluation expenditures during the year ended December 31, 2023 and going forward. Any amounts received in the future will be recorded as recovery against exploration and evaluation expenses on the statement of comprehensive loss.

8. EXPLORATION AND EVALUATION ASSETS

Title to exploration and evaluation assets involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many exploration and evaluation assets. The Company has investigated title to all of its exploration and evaluation assets and, to the best of its knowledge, titles to all of its properties are in good standing.

A summary of the changes in cumulative exploration and evaluation asset costs for the periods ended September 30, 2024 and December 31, 2023 is as follows:

	Eden Property
Balance, December 31, 2022	\$ 131,899
Additions	102,764
Balance, at December 31, 2023	234,663
Additions	64,717
Balance, at September 30, 2024	\$ 299,380

Exploration expenditures for the nine months ended September 30, 2024 and the nine months ended September 30, 2023 were as follows:

	For the Three Months Ended		For the Nine Months Ended	
	September 30,		September 30,	
	2024	2023	2024	2023
	Eden	Eden	Eden	Eden
Geological costs	\$ -	\$ 72,958	\$ -	\$ 272,481
Drilling	13,585	-	352,835	-
Mineral property tenure	(1,168)	29,475	31,466	37,107
General and administrative	1,394	616	24,651	26,117
VAT incurred	(103)	-	17,221	-
Total	\$ 13,708	\$ 103,049	\$ 426,173	\$ 335,705

Eden Property, Sinaloa, Mexico

On March 24, 2021, and subsequently amended on January 26, 2023, March 22, 2024 and October 22, 2024, the Company entered into an option agreement (the “Eden Agreement”) with Dr. Eduardo Alfonso Navarro Contreras, Ing. Antonio Bonaficio Flores Martinez and Ing. Ignacio Martinez Dominguez (the “Optionors”) pursuant to which the Company has the sole and exclusive option to acquire 100% of the rights and interests in the Eden Property in Sinaloa, Mexico subject to a 1.0% net smelter return (“NSR”). The Eden Property consists of two (2) contiguous and titled mineral concessions named El Eden and El Eden 1 covering approximately 2,489 hectares.

8. EXPLORATION AND EVALUATION ASSETS (cont'd...)

The Company's option to acquire the rights and interests in the Eden Property is exercisable by making aggregate cash payments of US \$710,000 over five years and by incurring minimum exploration expenditures totaling US \$3,000,000 over four years.

The cash payments and minimum exploration expenditures (the "expenditures") schedule is as follows:

- i. US \$50,000 upon signing the Eden Agreement (paid);
- ii. US \$50,000 on or before March 24, 2022 (paid);
- iii. US \$75,000 on or before March 24, 2023 (paid);
- iv. US \$50,000 (paid) and US \$1,000,000 cumulative expenditures (incurred) on or before March 24, 2024;
- v. US \$60,000 on or before December 23, 2024;
- vi. US \$60,000 on or before June 23, 2025;
- vii. US \$60,000 on or before December 23, 2025;
- viii. US \$75,000 on or before June 23, 2026;
- ix. US \$75,000 on or before December 23, 2026; and
- x. US \$155,000 and US \$3,000,000 cumulative expenditures on or before June 23, 2027.

If the Company defines a proven and probable resource in excess of 500,000 oz of gold equivalent on the property on or before March 24, 2027, the Company will make a one-time payment of US \$1,000,000 to the Optionors. The Company also has the right at any time to purchase the 1.0% NSR from the Optionors for US \$1,000,000.

CENTENARIO GOLD CORP. (formerly AADirection Capital Corp.)
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
(Unaudited, prepared by management and expressed in Canadian dollars)
For the nine months ended September 30, 2024 and September 30, 2023

9. RIGHT-OF-USE ASSET/LEASE LIABILITY

Right-of-Use Asset

The following tables summarize the Company's right-of-use asset as at September 30, 2024 and December 31, 2023:

	ROU Asset
COST	
Balance, December 31, 2022	\$ 74,397
Additions	-
Balance, December 31, 2023 and September 30, 2024	<u>\$ 74,397</u>
AMORTIZATION	
Balance, December 31, 2022	\$ 67,311
Amortization	7,086
Balance, December 31, 2023 and September 30, 2024	<u>\$ 74,397</u>
CARRYING AMOUNTS	
As at December 31, 2023	<u>\$ -</u>
As at September 30, 2024	<u>\$ -</u>

Lease liability

Effective June 1, 2021, the Company entered into an office sublease agreement (the "rental agreement") with Pamicon Developments Ltd. ("Pamicon"), a private company partially controlled by the President of the Company. The Company paid Pamicon \$4,000 per month, with the sublease expiring on February 28, 2023.

CENTENARIO GOLD CORP. (formerly AADirection Capital Corp.)
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
(Unaudited, prepared by management and expressed in Canadian dollars)
For the nine months ended September 30, 2024 and September 30, 2023

9. RIGHT-OF-USE ASSET/LEASE LIABILITY (cont'd...)

Minimum lease payments in respect of lease liabilities and the effect of discounting are as follows:

	September 30, 2024	December 31, 2023
Undiscounted minimum lease payments		
Less than one year	\$ -	\$ -
Effect of discounting	-	-
Present value of minimum lease payments	-	-
Current portion	-	-
Non-current portion	\$ -	\$ -

The net changes in the lease liability were as follows:

	September 30, 2024	December 31, 2023
Balance, beginning of the year	\$ -	\$ 7,852
Cash flows:		
Principal repayments	-	(7,852)
Balance, end of the year	\$ -	\$ -

During the nine months ended September 30, 2024, interest of \$Nil (2023 - \$148) is included in Office and administration expense in the statement of comprehensive loss.

10. SHARE CAPITAL

a) Authorized share capital

As at September 30, 2024, the authorized share capital of the Company is an unlimited number of common shares without par value.

b) Issued share capital

During the nine months ended September 30, 2024

- i. In January 2024, the Company issued 333,333 units at a price of \$0.15 per unit for gross proceeds of \$50,000. Each unit consisted of one common share and one half of one common share purchase warrant. Each whole warrant is exercisable at a price of \$0.30 per warrant share for a period of two years from the date of issuance. All securities issued were subject to a four month hold period that expired on May 12, 2024. No finder's fees were paid in connection with the private placement.

10. SHARE CAPITAL (cont'd...)

b) Issued share capital

During the year ended December 31, 2023:

- ii. In February 2023, the Company issued 3,851,326 units at a price of \$0.15 per unit for gross proceeds of \$577,699. Each unit consisted of one common share and one half of one common share purchase warrant. Each whole warrant is exercisable at a price of \$0.20 per warrant share until January 30, 2025. Of the total proceeds raised, \$189,500 was recorded in share subscriptions received as at December 31, 2022;
- iii. In September 2023, the Company issued, by way of share purchase warrants exercised, an aggregate of 656,666 common shares for gross proceeds of \$131,333;
- iv. In October 2023, the Company issued 11,703,672 units pursuant to the conversion of the Subscription Receipts (see Note 4). Upon conversion of the Subscription Receipts, the Company paid to certain finders (the "Finders") cash commissions of \$117,748, being 8% of the aggregate gross proceeds raised by such Finders, and issued 784,986 Finder's Warrants (the "Finder's Warrants"), being 8% of the aggregate number of Subscription Receipts issued under the offering to subscribers introduced by the Finders. Each Finder's Warrant is exercisable at \$0.15 per warrant share until October 26, 2025; and
- v. Pursuant to the terms of the Transaction and upon closing of the RTO, the Legal Acquiree was deemed to have issued 6,000,000 common shares at \$0.15 per share to acquire the net identifiable assets of the CPC.

c) Escrow shares

At September 30, 2024, 8,801,874 common shares (December 31, 2023 – 10,562,249) and 66,874 warrants with an exercise price of \$0.20 (December 31, 2023 – 80,249) are being held in escrow with Odyssey Trust Company pursuant to a Tier 2 value security escrow agreement. These shares and warrants will be released from escrow every six months in five equal instalments commencing on October 27, 2024. An additional 1,000,000 Common Shares remain subject to a capital pool company escrow agreement. These shares will be released from escrow every six months in two equal instalments commencing on October 27, 2024.

CENTENARIO GOLD CORP. (formerly AADirection Capital Corp.)
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
(Unaudited, prepared by management and expressed in Canadian dollars)
For the nine months ended September 30, 2024 and September 30, 2023

10. SHARE CAPITAL (cont'd...)

d) Stock options

A summary of the status of stock options as of September 30, 2024 and December 31, 2023 and changes during the years then ended is presented below:

	Number of Options	Weighted Average Exercise Price
Outstanding at December 31, 2022	600,000	\$ 0.10
Granted	3,100,000	0.15
Outstanding at December 31, 2023 and September 30, 2024	3,700,000	\$ 0.14

The weighted-average remaining life of the stock options as at September 30, 2024 was 3.73 years.

During the nine months ended September 30, 2024, no incentive stock options were granted and therefore no stock-based compensation expense was recorded. During the year ended December 31, 2023, the Company recorded stock-based compensation expense of \$300,700 related to the issuance of stock options. The following weighted average assumptions were used for the Black-Scholes pricing model valuation of the incentive stock options granted during the year ended December 31, 2023:

	For the Year Ended December 31, 2023
Risk-free interest rate	4.67%
Expected life of options (years)	5.00
Annualized volatility	75.73%
Dividend rate	0.00%

Stock options outstanding at September 30, 2024 are as follows:

Number of Options	Exercise Price	Expiry Date
600,000	\$0.10	August 16, 2026
3,100,000	\$0.15	October 30, 2028
3,700,000		

CENTENARIO GOLD CORP. (formerly AADirection Capital Corp.)
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
(Unaudited, prepared by management and expressed in Canadian dollars)
For the nine months ended September 30, 2024 and September 30, 2023

10. SHARE CAPITAL (cont'd...)

d) Warrants

A summary of the status of warrants as of September 30, 2024 and December 31, 2023 and changes during the periods then ended is presented below:

	Number of Warrants	Weighted Average Exercise Price
Outstanding at December 31, 2022	586,250	\$ 0.15
Issued	7,777,492	0.28
Expired	(586,250)	0.15
Exercised	(656,666)	0.20
Outstanding at December 31, 2023	7,120,826	\$ 0.28
Issued	166,666	0.30
Outstanding at September 30, 2024	7,287,492	\$ 0.28

The weighted-average remaining life of the warrants as at September 30, 2024 was 0.95 years.

Share purchase warrants outstanding at September 30, 2024 are as follows:

Number of Warrants	Exercise Price	Expiry Date
1,268,992	\$0.20	January 30, 2025
5,851,834	\$0.30	October 26, 2025
166,666	\$0.30	January 11, 2026
<u>7,287,492</u>		

CENTENARIO GOLD CORP. (formerly AADirection Capital Corp.)
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
(Unaudited, prepared by management and expressed in Canadian dollars)
For the nine months ended September 30, 2024 and September 30, 2023

10. SHARE CAPITAL (cont'd...)

e) Agent's and finder's warrants

A summary of the status of agent's and finder's warrants as of September 30, 2024 and December 31, 2023 and changes during the periods then ended is presented below:

	Number of Warrants		Weighted Average Exercise Price
Outstanding at December 31, 2022	400,000	\$	0.10
Granted	784,986		0.15
Outstanding at December 31, 2023 and September 30, 2024	1,184,986	\$	0.13

The weighted-average remaining life of the agent's and finder's warrants as at September 30, 2024 was 1.34 years.

The following weighted average assumptions were used for the Black-Scholes pricing model valuation of the finder's warrants granted during the year ended December 31, 2023:

	For the Year Ended December 31, 2023
Risk-free interest rate	4.64%
Expected life of warrants (years)	2.00
Annualized volatility	75.79%
Dividend rate	0.00%

Agent's and finder's warrants outstanding at September 30, 2024 are as follows:

Number of Warrants	Exercise Price	Expiry Date
400,000	\$0.10	August 16, 2026
784,986	\$0.15	October 26, 2025
1,184,986		

11. RELATED PARTY TRANSACTIONS

The Company considers its key management personnel to be its officers, directors and companies controlled by officers and directors of the Company. Key management personnel compensation consisted of the following:

	For the Nine Months Ended September 30,	
	2024	2023
Management fees paid to a company controlled by the President of the Company	\$ 38,500	\$ 45,000
Management fees paid to a company controlled by the CFO of the Company	19,000	22,500
Exploration costs paid to the CEO of the Company	46,500	67,500
Office rent and expenses** (Note 9)	28,880	41,067
	\$ 132,880	\$ 176,067

*** Office rent and expenses consists of cash payments to a related party in the aggregate of \$28,880 during the nine months ended September 30, 2024 (2023 - \$41,067). Of this total, \$25,253 (2023 - \$37,440) was rent and/or principal repayments (Note 9) paid to a company controlled by the President of the Company, and the remainder of \$3,627 (2023 - \$3,627) was paid to a company controlled by the President of the Company and has been included in Office and administration expense in the statement of comprehensive loss.*

These transactions were measured at the exchange amount, being the amount that was agreed upon by the transacting parties.

There was \$52,214 owing to related parties as at September 30, 2024 (December 31, 2023 - \$21,890). These amounts are unsecured, non-interest bearing, and due on demand.

12. FINANCIAL INSTRUMENTS

Fair value

The carrying value of cash and cash equivalents, accounts payable and accrued liabilities and lease liability approximate their fair value because of the short-term nature of these instruments. These financial instruments are carried at amortized cost. The Company does not have any financial instruments carried at fair value.

Financial risk factors

The Company's risk exposures and the impact on the Company's financial statements are summarized below:

Credit risk

Credit risk is the risk that a counter party will be unable to pay any amounts owed to the Company. The Company is not exposed to any credit risk at this time.

Liquidity risk

Liquidity risk is the risk that the Company is not able to meet its financial obligations as they fall due. As at September 30, 2023, the Company's working capital deficit is \$24,820. The Company will have to seek additional financing through equity offerings, but there can be no assurance that such financing will be available on terms acceptable to the Company or at all. Any equity offering will result in dilution to the ownership interests of the Company's shareholders and may result in dilution to the value of such interests. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at September 30, 2024, the Company had cash of \$5,334 and total liabilities of \$68,609.

Contractual undiscounted cash flow requirements for financial liabilities as at September 30, 2024 are as follows:

- i. Accounts payable and accrued liabilities are due within 90 days.

Foreign currency risk

The Company is exposed to foreign currency risk on fluctuations related to cash that is denominated in Mexican Pesos. As at September 30, 2024, the Company has cash of \$48 (December 31, 2023 - \$50,357) that is denominated in Mexican Pesos.

13. CAPITAL MANAGEMENT

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern, such that it can explore and develop its projects for the benefit of its shareholders and other stakeholders. The Company manages its capital structure and makes adjustments to it based upon changes in economic conditions and the risk characteristics of its assets. The Company may issue new shares through private placements and public offerings in order to maintain or adjust its capital structure. The Company is not subject to any externally-imposed capital requirements.

14. COMMITMENTS

- i. On April 1, 2021, the Company entered into a consulting agreement (the "CEO agreement") with the CEO of the Company which will pay the CEO \$7,500 per month. The term of the CEO agreement is indeterminate. The CEO agreement may be terminated by the Company by giving the CEO three (3) months' notice. Effective March 1, 2024, the fee paid to the CEO was temporarily reduced to \$4,500 per month to reduce costs;
- ii. On April 1, 2021, the Company entered into a consulting agreement (the "executive agreement") with Digga Holdings Ltd. ("Digga"), a private company controlled by the President of the Company, which will pay Digga \$5,000 per month. The term of the executive agreement is indeterminate. The executive agreement may be terminated by the Company by giving the Digga three (3) months' notice. Effective March 1, 2024, the fee paid to the President was temporarily reduced to \$4,500 per month to reduce costs; and
- iii. On April 1, 2021, the Company entered into a consulting agreement (the "CFO agreement") with Copsewood Capital Corp. ("Copsewood"), a private company controlled by the former CFO of the Company, which will pay Copsewood \$2,500 per month to provide Chief Financial Officer and administration services. The term of the CFO agreement is indeterminate. The CFO agreement may be terminated by the Company by giving the Copsewood three (3) months' notice. Effective March 1, 2024, the fee paid to the CFO was temporarily reduced to \$2,000 per month to reduce costs.

CENTENARIO GOLD CORP. (formerly AADirection Capital Corp.)
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
(Unaudited, prepared by management and expressed in Canadian dollars)
For the nine months ended September 30, 2024 and September 30, 2023

15. SEGMENTED FINANCIAL INFORMATION

The Company operates in one industry segment, being the acquisition and exploration of mineral properties in Mexico. Geographic information is as follows:

	For the Nine Months Ended September 30,	
	2024	2023
Non-current assets:		
Canada	\$ -	\$ -
Mexico	299,380	335,506
	\$ 299,380	\$ 335,506
	For the Nine Months Ended September 30,	
	2024	2023
Comprehensive loss:		
Canada	\$ (740,912)	\$ (311,759)
Mexico	(211,166)	(292,315)
	\$ (952,078)	\$ (444,900)