



Condensed Interim Consolidated Financial Statements

For the three-month period ended

October 31, 2019 and 2018

(Expressed in Canadian Dollars)

NOTICE OF NO AUDITOR REVIEW OF CONDENSED INTERIM FINANCIAL STATEMENTS

In accordance with 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 an auditor has not reviewed the financial statements.

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

The Company's independent auditor has not performed a review of these financial statements.

Centurion Minerals Ltd.

Statements of Financial Position

As at October 31, 2019 and July 31, 2019

(Expressed in Canadian dollars)

(Unaudited)

	Notes	October 31, 2019	July 31, 2019
Current assets			
Cash		\$ 93,682	\$ 335,235
Amounts receivable	10	96,196	35,420
Gypsum inventory		5,151	5,151
Prepaid expenses and deposits		73,192	61,818
Assets held for sale	4	195,196	195,196
		<u>463,417</u>	<u>632,820</u>
Non-current assets			
Property, plant and equipment	4	-	-
Development costs	5	23,079	23,079
		<u>23,079</u>	<u>23,079</u>
Total assets		\$ 486,496	\$ 655,899
Current liabilities			
Accounts payable and accrued liabilities		\$ 353,226	\$ 531,741
Due to related parties	10	225,961	244,416
Short-term loans	6	206,140	483,184
Total liabilities		<u>785,327</u>	<u>1,259,341</u>
Shareholders' deficiency			
Share capital	7	16,122,642	16,084,052
Share subscriptions received (receivable)		85,500	(20,000)
Share option reserve	8	2,447,015	2,447,015
Share warrant reserve	7	4,926,866	4,605,348
Deficit		(23,880,854)	(23,719,857)
		<u>(298,831)</u>	<u>(603,442)</u>
Total liabilities and shareholders' deficiency		\$ 486,496	\$ 655,899

SEE NOTE 1, NATURE OF OPERATIONS

SEE NOTE 11, COMMITMENTS

SEE NOTE 13, SUBSEQUENT EVENTS

Approved by the Board:

"David Tafel"

Director

"Kenneth A Cawkell"

Director

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

Centurion Minerals Ltd.

Statements of Comprehensive Loss

For the three-month period ended October 31, 2019 and 2018

(Expressed in Canadian dollars)

(Unaudited)

	Notes	October 31, 2019	October 31, 2018
Operating expenses			
Accounting	10	31,250	13,250
Administration	10	27,000	27,000
Consulting		30,000	-
Depreciation		-	170
Filing fees and communications		14,439	4,370
Financing costs		11,268	21,675
Foreign exchange (gain) loss		17	240
General exploration expenditures	5	12,352	-
Insurance		542	-
Legal	10	25,511	7,500
Office and miscellaneous		8,583	2,533
Rent		16,579	11,030
Telephone		1,978	1,383
Travel		26,953	202
Wages		36,000	4,950
		(242,472)	(94,303)
Other income (expenses)			
Gain (loss) on debt settlement		(81,475)	
Write down of expenses		-	64,990
Net loss and comprehensive loss		\$ (160,997)	\$ (29,313)
Basic and diluted earnings per common share			
Basic and diluted earnings per common share		\$ (0.02)	\$ -
Weighted average number of common shares		7,566,020	11,277,965

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

Centurion Minerals Ltd.

Statements of Change in Deficiency

For the three-month period ended October 31, 2019 and 2018

(Expressed in Canadian dollars)

(Unaudited)

	Note	Number of common shares	Share capital	Share subscriptions received (receivable)	Share option reserve	Share warrant reserve	Deficit	Total
Balance at August 1, 2018		11,277,965	\$ 14,552,130	\$ 22,000	\$ 2,447,015	\$ 4,375,545	\$ (21,920,479)	\$ (523,789)
Comprehensive loss		-	-	-	-	-	(29,313)	(29,313)
Share subscriptions received		-	-	167,000	-	-	-	167,000
Balance at October 31, 2018		11,277,965	\$ 14,552,130	\$ 189,000	\$ 2,447,015	\$ 4,375,545	\$ (21,949,792)	\$ (386,102)
Balance at August 1, 2019		28,578,728	\$ 16,084,052	\$ (20,000)	\$ 2,447,015	\$ 4,605,348	\$ (23,719,857)	\$ (603,442)
Comprehensive loss		-	-	-	-	-	(160,997)	(160,997)
Private placements	7	2,168,870	216,887	-	-	-	-	216,887
Share subscriptions received		-	-	20,000	-	-	-	20,000
Shares to be issued		-	-	85,500	-	-	-	85,500
Value attributable to warrants issued in private placements		-	(321,518)	-	-	321,518	-	-
Share issue costs		-	(19,729)	-	-	-	-	(19,729)
Shares for debt		2,036,875	162,950	-	-	-	-	162,950
Balance at October 31, 2019		32,784,473	\$ 16,122,642	\$ 85,500	\$ 2,447,015	\$ 4,926,866	\$ (23,880,854)	\$ (298,831)

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

Centurion Minerals Ltd.

Statements of Cash Flows

For the three-month period ended October 31, 2019 and 2018

(Expressed in Canadian dollars)

(Unaudited)

	Not e	October 31, 2019	October 31, 2018
Cash flows from operating activities			
Net loss		\$ (160,997)	\$ (29,313)
Adjustments to non-cash items			
Depreciation	4	-	170
Changes in non-cash working capital			
Increase in amounts receivable		(60,776)	-
Decrease (increase) in prepaid expenses and deposits		(11,374)	(59,780)
Increase (decrease) in accounts payable and accrued liabilities		(178,515)	(35,895)
Increase (decrease) in payable to related parties		(18,455)	(39,774)
Net cash flows used in operating activities		(430,117)	(164,592)
Cash flows from financing activities			
Proceeds from issuance of shares	7	216,887	-
Shares to be issued	6	85,500	-
Share subscriptions receivable received		20,000	-
Share issue costs		(19,729)	167,000
Increase (decrease) in short term loans		(277,044)	-
Shares for debt		162,950	-
Net cash from financing activities		188,564	167,000
Increase (Decrease) in cash		(241,553)	2,408
Cash, beginning of the year		335,235	3,847
Cash, end of the period		\$ 93,682	\$ 6,255
Interest paid		\$ -	\$ -
Income taxes paid		\$ -	\$ -

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

Centurion Minerals Ltd.

Notes to financial statements

For the three-month period ended October 31, 2019 and 2018

(Expressed in Canadian dollars)

(Unaudited)

1. NATURE OF OPERATIONS

Centurion Minerals Ltd. (the “Company” or “Centurion”) is currently focused on South American asset development projects. The Company’s lead investment is its interest in the Ana Sofia Agri-Gypsum Fertilizer Project Joint Venture in Santiago Del Estero Province, Argentina. The Company was incorporated on March 11, 2005 under the laws of the Province of British Columbia as 0718918 B.C. Ltd. The Company changed its name to Centurion Minerals Ltd. on November 28, 2005. The address of the Company’s corporate office and principal place of business is Suite 520, 470 Granville Street, Vancouver, British Columbia, Canada. The Company is listed on the TSX Venture Exchange, having the symbol CTN, as a Tier 2 mining issuer and is in the process of developing its primary mineral property.

Going Concern

These unaudited condensed interim consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will continue in operation for at least the next twelve months and will be able to realize its assets and discharge its liabilities in the normal course of operations.

Several adverse conditions may cast significant doubt about the Company’s ability to continue as a going concern. The Company is in the development stage and, accordingly, has not yet commenced commercial operations. At October 31, 2019, the Company has accumulated losses of \$23,880,854 since inception and will continue to incur further losses in the development of its business. The ability of the Company to continue as a going-concern depends upon its ability to develop profitable operations and to continue to raise adequate financing required to maintain its operations, and to ultimately attain future profitable commercial operations. Management expects the Company to continue as a going concern and plans to meet any financing requirements through equity financing and seeking other business opportunities to expand the Company’s operations. The outcome of these matters cannot be predicted at this time and there are no assurances that the Company will be successful in achieving its goals. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

The application of the going concern concept is dependent upon the Company’s ability to satisfy its liabilities as they become due and to obtain the necessary financing to complete the exploration and development of its mineral property interests, the attainment of profitable mining operations through its Joint Venture in Argentina, or the receipt of proceeds from the disposition of its mineral property interests. Management is actively engaged in the review and due diligence on opportunities of merit in the mining sector and is seeking to raise the necessary capital to meet its funding requirements. There is, primarily as a result of the conditions described above, significant doubt as to the appropriateness of the use of the going concern assumption.

The Company is not expected to be profitable during the ensuing twelve months and therefore must rely on securing additional funds from either equity financing or loan from shareholders or directors for cash consideration, and while the Company has been successful at raising funds in the past, there is no assurance that it will continue to generate sufficient funds for future operations.

2. SIGNIFICANT ACCOUNTING POLICIES

Statement of Compliance

These financial statements of the Company have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and interpretations of the IFRS Interpretations Committee (“IFRIC”).

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

The policies applied in these financial statements are based on IFRS issued and effective as of October 31, 2019. The Board of Directors approved the financial statements on December 27, 2019.

Basis of Presentation

These financial statements have been prepared on a historical cost basis. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information.

Centurion Minerals Ltd.

Notes to financial statements

For the three-month period ended October 31, 2019 and 2018

(Expressed in Canadian dollars)

(Unaudited)

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Functional Currency

The functional currency is the currency of the primary economic environment in which the Company operates, which is the Canadian dollar. The functional currency determinations were conducted through an analysis of the consideration factors identified in IAS 21, The Effects of Changes in Foreign Exchange Rates.

Foreign currency transactions are translated into the functional currency using exchange rates prevailing at the date of the transactions. At year-end, foreign currency denominated monetary assets and liabilities are translated to the functional currency using the prevailing rate of exchange at the year-end. Foreign exchange gains and losses resulting from the settlement of such transactions and from the re-measurement of monetary items at year-end exchange rates are recognized in profit and loss.

Assets and liabilities of operations having a functional currency other than the Canadian dollar are translated at the rate of exchange at the reporting date. Revenues and expenses are translated at average rates for the periods, unless exchange rates fluctuated significantly during the period, in which case the exchange rates at the dates of the transactions are used. The resulting foreign currency translation adjustments are recognized in other comprehensive income ("OCI").

Critical Accounting Estimates and Judgments

The preparation of financial statements in conformity with IFRS requires management to make certain estimates and apply judgment affecting the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of expenses during the reporting period.

The areas involving a higher degree of judgement of complexity, or areas where assumptions and estimates are significant to the financial statements are:

Development stage

At the point where management has assessed that a resource has a reasonable prospect for eventual economic extraction, environmental approvals and permitting for exploitation has been received, and capital is reasonably available for construction of processing facilities, a project will be considered to be in the Development Stage.

Ready for Use

During the Development Stage, once processing facilities are available for use and capable of operating in the manner intended by management, the assets will be considered ready for use.

Commercial production

At the end of the Development Phase when the mine is capable of substantially operating in the manner intended by management, Commercial Production will have been achieved. More specifically, Commercial Production for the Ana Sofia Agri-Gypsum Project is defined in the Joint Venture Agreement, dated January 28, 2016, between the Company and Demetra Minerals Inc. ("Demetra") as follows:

1. If a plant is located on the Property, on the first day following the first period of 45 consecutive days during which Mineral Products have been produced from the Property at an average rate not less than 80% of the initial design rated capacity of such plant; or
2. If no plant is located on the Property, on the first day of the month following the first period during which 4,000 tonnes of Mineral Products have been produced, per month for three consecutive months by the Joint Venture and sold to a nonrelated party on a reasonably regular basis for the purpose of earning revenue.

Centurion Minerals Ltd.

Notes to financial statements

For the three-month period ended October 31, 2019 and 2018

(Expressed in Canadian dollars)

(Unaudited)

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Reclamation

Management undertakes an ongoing assessment of accumulated reclamation costs based on the nature of the environmental disturbance and relevant environmental regulations governing activities at the Ana Sofia Agri-Gypsum Project. Based on these criteria, management determines if there is an accumulated liability beyond the ongoing remediation being completed following extraction of gypsum bearing zones.

Fair value of derivative financial instruments

Pursuant to the Joint Venture Agreement between the Company and Demetra dated January 28, 2016, the Company is party to both a call and a put option that are derivative financial instruments designated at fair value through profit and loss. Management has applied judgement in the determination of the fair value of these instruments, including consideration of uncertainty related to the realization of events required to materialize for these options to be exercisable by either party.

Share-based payments

Estimating fair value for share-based payment transactions requires the determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This requires the estimation of inputs to the valuation model including the expected life of the stock option, volatility, dividend yield, and forfeiture rate. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 8.

Joint Venture

Pursuant to IFRS 11, Joint Arrangements, the Company is required to classify its interest in a joint arrangement as a joint venture or joint operation. A joint venture will be accounted for using the equity method of accounting, whereas a joint operation will recognize the venturer's share of the assets, liabilities, revenue and expenses of the joint operation.

Cash

Cash includes cash on hand and deposits held at call with banks.

Revenue

Revenue is recognized for sales of gypsum to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable, net of discounts, rebates, and sales taxes or duty. Revenue from the sale of goods is recognized when the significant risks and rewards of ownership have been transferred, which is considered to occur when title passes to the customer. This generally occurs when product is physically transferred on to a truck or other delivery mechanism. Revenue is measured at the fair value of the consideration received or receivable.

Inventory

Inventories of gypsum are stated at the lower of cost and net realisable value. Materials that are no longer considered as likely to be used, or their value is unlikely to be readily realised through a sale to a third party, are provided for.

Materials held for consumption within operations are valued based on purchase price or, when manufactured internally, at cost. Costs are allocated on an average basis and include direct material, labour, related transportation costs and an appropriate allocation of overhead costs.

Agri-Gypsum finished goods, work in process, and any other production inventories are valued at the lower of cost and net realisable value. Dependent on the current stage of any product inventory in the process cycle, cost will reflect, as appropriate, mining, processing, transport and labour costs as well as an allocation of mine services overheads required to bring the product to its current state.

Centurion Minerals Ltd.

Notes to financial statements

For the three-month period ended October 31, 2019 and 2018

(Expressed in Canadian dollars)

(Unaudited)

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Net realizable value is the estimated selling price in the ordinary course of business, after deducting any costs to completion and any applicable marketing, selling, shipping and other distribution expenses.

Mineral Exploration and Evaluation Expenditures

Costs incurred with respect to exploration and evaluation ("E&E") of the Company's mineral properties, including acquisition costs, are expensed as incurred until the technical feasibility and commercial viability of extracting the mineral resource has been determined. Once technical feasibility and commercial viability of the mineral resource is determined, only costs directly related to E&E expenditures are capitalized. Costs not directly attributable to E&E activities are expensed in the year in which they occur.

When a project is deemed to no longer have commercially viable prospects to the Company, capitalized E&E expenditures in respect of that project are deemed to be impaired and capitalized amount in excess of the estimated recoverable amount are written off to the statement of comprehensive loss.

The Company assesses each significant asset for impairment when facts and circumstances suggest that the carrying amount of an asset may exceed its recoverable amount. The recoverable amount is the higher of the asset's fair value less costs to sell and value in use. These assessments require the use of estimates and assumptions such as long-term commodity prices, discount rates, future capital requirements, exploration potential and operating performance.

Once the technical feasibility and commercial viability of extracting the mineral resource has been determined, the property is considered to be a mine under development and is classified as 'mines under construction'. E&E assets are tested for impairment before the assets are transferred to development properties.

Property, Plant and Equipment

Recognition and Measurement

On initial recognition, property, plant and equipment are valued at cost, being the purchase price and directly attributable cost of acquisition or construction required to bring the asset to the location and condition necessary to be capable of operating in the manner intended by the Company, including appropriate borrowing costs and the estimated present value of any future unavoidable costs of dismantling and removing items. The corresponding liability is recognized within provisions.

Property, plant and equipment is subsequently measured at cost less accumulated depreciation, less any accumulated impairment losses, with the exception of land, which is not depreciated.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Subsequent Costs

The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of property, plant and equipment are recognized in profit or loss as incurred.

Major Maintenance and Repairs

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to profit or loss during the financial year in which they are incurred.

Centurion Minerals Ltd.

Notes to financial statements

For the three-month period ended October 31, 2019 and 2018

(Expressed in Canadian dollars)

(Unaudited)

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Gains and Losses

Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount, and are recognized net within other income in profit or loss.

Depreciation

Depreciation of an asset begins when it is available for use, i.e. when it is in the location and condition necessary for it to be capable of operating in the manner intended by management. Depreciation is recognized in profit or loss and is provided on a straight-line basis over the estimated useful life of the assets as follows:

- | | |
|----------------------------|-----------------------------|
| 1) Plant & Equipment | Straight line over 20 Years |
| 2) Plant Development Costs | Straight line over 20 Years |
| 3) Vehicles | Straight line over 5 Years |
| 4) Office Equipment | Straight line over 5 Years |

Depreciation methods, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

Restoration, Rehabilitation and Environmental Obligations

A legal or constructive obligation to incur restoration, rehabilitation and environmental costs may arise when environmental disturbance is caused by the exploration, development or ongoing production of a mineral property interest. Such costs arising from the decommissioning of plant and other site preparation work, discounted to their net present value, are provided for and capitalized at the start of each project to the carrying amount of the asset, as soon as the obligation to incur such costs arises. Discount rates using a pre-tax rate that reflects the time value of money are used to calculate the net present value. These costs are charged against profit or loss over the economic life of the related asset, through amortization using either a unit-of-production or the straight-line method as appropriate. The related liability is adjusted for each period for the unwinding of the discount rate and for changes to the current market-based discount rate, amount or timing of the underlying cash flows needed to settle the obligation. Costs for restoration of subsequent site damage that is created on an ongoing basis during production are provided for at their net present values and charged against profits as extraction progresses.

As at October 31, 2019, the Company estimates its accumulated restoration, rehabilitation and environmental costs associated with the Ana Sofia Project to be \$Nil (2018: \$Nil).

Impairment of Non-Financial Assets

At the end of each reporting period, the Company reviews the carrying amounts of its non-financial assets with finite lives to determine whether there is any indication that those assets have suffered an impairment loss. Where such an indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. The recoverable amount is the higher of an asset's fair value less cost to sell or its value in use. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. In addition, long-lived assets that are not amortized are subject to an annual impairment assessment.

Income Taxes

Income tax expense is comprised of current and deferred tax. Current tax and deferred tax are recognized in net income except to the extent that it relates to a business combination or items recognized directly in equity or in other comprehensive income (loss).

Current income taxes are recognized for the estimated income taxes payable or receivable on taxable income or loss for the current year and any adjustment to income taxes payable in respect of previous years. Current income taxes are determined using tax rates and tax laws that have been enacted or substantively enacted by the year-end date.

Centurion Minerals Ltd.

Notes to financial statements

For the three-month period ended October 31, 2019 and 2018

(Expressed in Canadian dollars)

(Unaudited)

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Deferred tax assets and liabilities are recognized where the carrying amount of an asset or liability differs from its tax base, except for taxable temporary differences arising on the initial recognition of goodwill and temporary differences arising on the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting nor taxable profit or loss.

Recognition of deferred tax assets for unused tax losses, tax credits and deductible temporary differences is restricted to those instances where it is probable that future taxable profit will be available against which the deferred tax asset can be utilized. At the end of each reporting period the Company reassesses unrecognized deferred tax assets. The Company recognizes a previously unrecognized deferred tax asset to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Share-Based Payments

The fair value of the share option reserve for employees at the date of grant is recognized as an expense over the vesting period with a corresponding increase in share option reserve. 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 a direct employee, including directors of the Company.

In situations where share options are issued to non-employees and some or all of the goods or services received by the Company as consideration cannot be specifically identified, the unidentified goods or services received (or to be received) are measured as the difference between the fair value of the share-based payment transaction and the fair value of any identified goods or services received at the grant date.

The fair value is measured at the grant date and recognized over the period during which the options vest. The fair value of the options granted is measured using the Black-Scholes option-pricing model, taking into account the terms and conditions upon which the options were granted. At the end of each reporting period, the amount recognized as an expense is adjusted to reflect the actual number of share options that are expected to vest. Stock option expense incorporates an expected forfeiture rate.

All equity settled share-based payments are reflected in reserves, until exercised. Upon exercise, shares are issued from treasury and the amount reflected in reserves is credited to share capital, adjusted for any consideration paid.

The Company's policy related to share-based payments equally applies to the methods used to calculate the fair value of warrants.

Share Capital

The proceeds from the exercise of stock options, warrants and escrow shares are recorded as share capital in the amount for which the option, warrant or escrow share enabled the holder to purchase a share in the Company.

Depending on the terms and conditions of each financing agreement, the warrants are exercisable into additional common shares prior to expiry at a price stipulated by the agreement. Warrants that are part of units are accounted for using the residual method, following an allocation of the unit price to the fair value of the common shares that were concurrently issued. Warrants that are issued as payment for an agency fee or other transactions costs are accounted for as share-based payments. Commissions paid to agents and other related share issue costs are charged directly to share capital.

Asset Held for Sale

Non-current assets and disposal groups are classified as assets held for sale ("HFS") if it is highly probable that the value of these assets will be recovered primarily through sale rather than through continuing use. They are recorded at the lower of carrying amount and fair value less cost to sell. Impairment losses on initial classification as HFS and subsequent gains and losses on re-measurement are recognized in the income statement. Once classified as held for sale, property, and equipment are no longer amortized. The assets and liabilities are presented as held for sale in the statements of financial position when the sale is highly probable, the asset or disposal group is available for

Centurion Minerals Ltd.

Notes to financial statements

For the three-month period ended October 31, 2019 and 2018

(Expressed in Canadian dollars)

(Unaudited)

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

immediate sale in its present condition and management is committed to the sale, which should be expected to be completed within one year from the date of classification

Loss per Share

Basic loss per share is calculated using the weighted average number of common shares outstanding during the period. The Company uses the treasury stock method to compute the dilutive effect of options, warrants and similar instruments. Under this method, the dilutive effect on earnings per share is calculated presuming the exercise of outstanding options, warrants and similar instruments. It assumes that the proceeds of such exercise would be used to repurchase common shares at the average market price during the period. However, the calculation of diluted loss per share excludes the effects of various conversions and exercise of options and warrants that would be anti-dilutive.

Provisions

A provision is recognized when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and the amount of the obligation can be reliably estimated. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

The Company had no material provisions at October 31, 2019 and July 31, 2018.

Financial Instruments

Financial Assets

On initial recognition, financial assets are recognized at fair value and are subsequently classified and measured at: (i) amortized cost; (ii) fair value through other comprehensive income ("FVOCI"); or (iii) fair value through profit or loss ("FVTPL"). The classification of financial assets is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. A financial asset is measured at fair value net of transaction costs that are directly attributable to its acquisition except for financial assets at FVTPL where transaction costs are expensed. All financial assets not classified and measured at amortized cost or FVOCI are measured at FVTPL. On initial recognition of an equity instrument that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income.

The classification determines the method by which the financial assets are carried on the statements of financial position subsequent to inception and how changes in value are recorded. Amounts receivable are measured at amortized cost with subsequent impairments recognized in profit or loss and cash is classified as FVTPL.

Financial Liabilities

Financial liabilities are designated as either: (i) fair value through profit or loss; or (ii) amortized cost. All financial liabilities are classified and subsequently measured at amortized cost except for financial liabilities at FVTPL. The classification determines the method by which the financial liabilities are carried on the statements of financial position subsequent to inception and how changes in value are recorded. Accounts payable, due to related parties and short-term loans are classified at amortized cost.

De-recognition of Financial Liabilities

The Company derecognizes financial liabilities when the obligations are discharged, cancelled or expire.

Derivative Financial Instruments

The Company has issued derivative financial instruments in connection with the Ana Sofia Joint Venture Agreement (Note 5). An embedded derivative is separated from its host contract and accounted for as a derivative only when three criteria are satisfied:

Centurion Minerals Ltd.

Notes to financial statements

For the three-month period ended October 31, 2019 and 2018

(Expressed in Canadian dollars)

(Unaudited)

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

- 1) When the economic risks and characteristics of the embedded derivative are not closely related to those of the host contract;
- 2) A separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and
- 3) The entire instrument is not measured at fair value with changes in fair value recognized in the statements of profit or loss and other comprehensive loss.

The Company designates embedded derivatives as FVTPL on initial recognition with those instruments measured at each reporting period using an appropriate valuation model with changes in the fair value being recognized immediately in profit or loss.

The Company's financial instruments consist of the following:

Financial assets:

Cash
Amounts receivable
Derivative call option

Classification:

Fair Value Through Profit and Loss
Amortized cost
Fair Value Through Profit and Loss

Financial liabilities:

Accounts payable
Due to related parties
Short-term loan
Derivative put option

Classification:

Amortized cost
Amortized cost
Amortized cost
Fair Value Through Profit and Loss

The carrying values of cash, amounts receivable, accounts payable, due to related parties and short-term loans, approximate their fair values due to the short term nature of these financial instruments.

Impairment of Financial Assets

An 'expected credit loss' impairment model applies which requires a loss allowance to be recognized based on expected credit losses. The estimated present value of future cash flows associated with the asset is determined and an impairment loss is recognized for the difference between this amount and the carrying amount as follows: the carrying amount of the asset is reduced to estimated present value of the future cash flows associated with the asset, discounted at the financial asset's original effective interest rate, either directly or through the use of an allowance account and the resulting loss is recognized in profit or loss for the period. In a subsequent period, if the amount of the impairment loss related to financial assets measured at amortized cost decreases, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

Financial Instruments Recorded at Fair Value

Financial instruments recorded at fair value on the statement of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1: Valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: Valuation techniques based on 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

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

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Notes to financial statements

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2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

The Company's derivative financial instruments (Note 5) are valued based on level 3 valuation techniques.

Adoption of New and Revised Standards and Interpretations

The IASB issued a number of new and revised IASs, International Financial Reporting Standards ("IFRS"), amendments and related IFRICs which are effective for the Company's financial year beginning on August 1, 2018. The Company has adopted all the following new standards relevant to the Company for the three-month period ended October 31, 2019.

- IAS 28 '*Investments in Associates and Joint Ventures*' is an amendment to sale or contribution of assets between an investor and its associate or joint venture. The amendment is applicable for annual periods beginning on or after a date to be determined by IASB. Earlier application is permitted. As part of the annual improvements 2014 - 2016 cycle, this standard was amended to clarify whether an entity has an investment-by-investment choice for measuring investees at fair value in accordance with IAS 28 by a venture capital organization, or a mutual fund, unit trust or similar entities including investment linked insurance funds. The latter amendment is applicable for annual periods beginning on or after January 1, 2018.
- IFRS 2 '*Share-based payment*' issued in June 2016, is amended to provide requirements on the accounting for the effects of vesting and non-vesting conditions on the measurement of cash-settled share-based payments; share-based payment transactions with a "net settlement" for withholding tax obligations; and a modification to the terms and conditions of a share-based payment that changes the classification of the transaction from cash-settled to equity-settled. The amendment is applicable for annual periods beginning on or after January 1, 2018.
- IFRS 9 '*Financial Instruments: Classification and Measurement*' is a new financial instruments standard that replaces IAS 39 and IFRIC 9 for classification and measurement of financial assets and financial liabilities. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. Earlier application is permitted. Transitional provisions have been applied including assessing the reclassification of the financial assets and applying that classification retrospectively. The adoption of IFRS 9 did not impact the Company's classification and measurement of financial assets and liabilities. The following summarizes the significant changes in IFRS 9 compared to the current standard:

IFRS 9 uses a single approach to determine whether a financial asset is classified and measured at amortized cost or fair value. The classification and measurement of financial assets is based on the Company's business models for managing its financial assets and whether the contractual cash flows represent solely payments for principal and interest. The change did not impact the carrying amounts of any of the Company's financial assets on the transition date. Prior periods were not restated and no material changes resulted from adopting this new standard.

The adoption of the new "expected credit loss" impairment model under IFRS 9, as opposed to an incurred credit loss model under IAS 39, had no impact on the carrying amounts of our financial assets on the transition date given the Company transacts exclusively with large international financial institutions and other organizations with strong credit ratings.

- IFRS 7 '*Financial Instruments: Disclosure*' was amended to require additional disclosures on transition from IAS 39 to IFRS 9. The standard is effective on adoption of IFRS 9, which is effective for annual periods commencing on or after January 1, 2018.

The adoption of the above standards did not have a material impact on the Company's Financial Statements.

The IASB and IFRIC have issued the following new and revised standards and amendments, which are not yet effective for the three-month period ended October 31, 2019.

- IFRS 16 '*Leases*' establishes principles for the recognition, measurement, presentation and disclosure of leases, with the objective of ensuring that lessees and lessors provide relevant information that faithfully represents those transactions. The standard is effective for annual periods beginning on or after January 1, 2019.

Centurion Minerals Ltd.

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2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

- IFRIC 23 'Uncertainty over Income Tax Treatments' is interpretation that clarifies how to apply the recognition and measurement requirements in IAS 12 'Income Taxes' when there is uncertainty over tax treatments. The effective date for IFRIC 23 is for annual periods beginning on or after January 1, 2019.

The Company has not early adopted these standards and amendments and anticipates that the application of these standards, amendments and interpretations will not have a material impact on the financial position and financial performance of the Company.

Change in Accounting Policy

Effective August 1, 2018, the Company elected to change its accounting policy in respect of accounting for warrants that are a part of the units. The Company elected to change the accounting policy to value the warrants that are a part of units from relative fair value method to residual method. The change in accounting policy did not have any material impact in the financial statements.

3. RISK MANAGEMENT, CAPITAL MANAGEMENT AND FINANCIAL INSTRUMENTS

The Company manages its capital structure and makes adjustments to it based on the funds available to the Company in order to support future business opportunities. The Company defines its capital as shareholders' equity and short-term loans. 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 manage its capital to be able to sustain the future development of the Company's business.

The Company currently has no source of self-sustaining revenues, and therefore is dependent upon external financings to fund activities. In order to carry future projects and pay for administrative costs, the Company will spend its existing working capital and raise additional funds as needed. 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-month period ended October 31, 2019. The Company is not subject to externally imposed capital requirements.

General Objectives, Policies and Processes:

The Board of Directors has overall responsibility for the determination of the Company's risk management objectives and policies and, whilst retaining ultimately responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Company's finance function.

The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Company's competitiveness and flexibility. Further details regarding these policies are set out below.

Market Risk

Market risk is the risk that the fair value of future cash flows will fluctuate due to changes in market prices. Market prices are comprised of three types of risk: foreign currency risk, interest rate risk, and commodity price risk.

Foreign Currency Risk

Foreign currency risk is the risk that future cash flows will fluctuate as a result of changes in foreign currency rates.

The Company forwards, on an as-needed basis, pre-approved budgeted amounts for the Ana Sofia Agricultural Gypsum Project Operator, Demetra Fertilizantes S.A. (DFSA), and the wholly owned Argentine subsidiary of Demetra. Such funds are transferred in United States Dollars (USD) and are immediately converted to Argentine Peso (ARS) upon receipt by DFSA. Funds are deployed by DFSA on a weekly basis, as such; the Company is not exposed to significant foreign currency risk.

Centurion Minerals Ltd.

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3. RISK MANAGEMENT, CAPITAL MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

The Company receives revenue from sales of gypsum in USD and ARS. Costs of goods sold are paid in ARS. As a result the Company is exposed to foreign currency risk associated with its ongoing operations at the Ana Sofia Agri-Gypsum Project.

Interest Rate Risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Company's current policy is to invest excess cash in certificates of deposit or interest bearing accounts of major Canadian chartered banks. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its financial institutions.

Commodity Price Risk

The Company is exposed to price risk with respect to commodity prices of Gypsum used for agricultural purposes. As a result, commodity price risk may affect the Company's ability to operate the Ana Sofia Agri-Gypsum Project profitably, completion of future equity transactions such as equity offerings and the exercise of stock options and warrants. This may also affect the Company's liquidity and its ability to meet its ongoing obligations.

Credit Risk

Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations. Financial instruments, which are potentially subject to credit risk for the Company, consist primarily of cash. Cash is maintained with financial institutions of reputable credit and is redeemable upon demand.

As at October 31, 2019 the Company has \$11,470 (July 31, 2019 - \$nil) due from Demetra. Demetra is the project partner and a corporation sharing common management and office space with the Company. Management assesses the credit risk associated with the Demetra receivable on an annual basis, and as at July 31, 2019, the Company assessed that Demetra will not be able to meet its payable requirements.

As at October 31, 2019 the Company has \$52,049 (July 31, 2019 - \$nil) due from DFSA. DFSA is the operator of a joint operation the Company is a partner of and a subsidiary of a corporation sharing common management and office space with the Company. Management assesses the credit risk associated with the DFSA receivable on an annual basis, and as at July 31, 2019, the Company assessed that DFSA will not be able to meet its payable requirements.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's policy is to ensure that it has sufficient cash to allow it to meet its liabilities when they become due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The key to success in managing liquidity is the degree of certainty in the cash flow projections. If future cash flows are fairly uncertain, the liquidity risk increases.

The Company monitors its risk of shortage of funds by monitoring the maturity dates of existing trade and other accounts payable.

Maturity Risk

- 1) The Company has trade payables and accounts payables that are due on normal commercial terms, and as at October 31, 2019 the Company had short-term loans of \$206,140.
- 2) As at October 31, 2019, the Company did not have derivative financial liabilities with contractual maturities.
- 3) Management of liquidity risk: Typically, the Company ensures that it has sufficient cash on demand to meet expected operational expenses and commitments in (1) and (2) for a period of 90 days. To achieve this objective, the Company prepares annual capital expenditure budgets, which are regularly monitored and updated as considered necessary. Further, the Company utilizes authorizations for expenditures on exploration projects to further manage expenditure.

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3. RISK MANAGEMENT, CAPITAL MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

The following table summarizes the maturities of the Company's financial liabilities as at October 31, 2019 based on the undiscounted contractual cash flows:

	Carrying Amount	Contractual Cash Flows	Less than 1 year	1 – 3 years	4 – 5 years	After 5 years
Accounts payable	\$ 309,476	\$ 309,476	\$ 309,476	-	-	-
Due to related parties	225,961	225,961	225,961	-	-	-
Short-term loan	206,140	206,140	206,140	-	-	-
Total	\$ 741,577	\$ 741,577	\$ 741,577	-	-	-

4. PROPERTY, PLANT AND EQUIPMENT

The Company's capitalized expenses, by reporting segment, are summarized as follows:

	Plant, facilities and improvement	Field Equipment	Office Equipment	Total
Cost				
Balance as at August 1, 2017	\$ 207,368	505,479	9,041	\$ 721,888
Additions	-	-	-	-
Balance as at July 31, 2018	207,368	505,479	9,041	721,888
Additions	-	-	-	-
Write down of asset	(149,363)	(365,680)	-	(515,043)
Reclassification to assets held for sale	(57,247)	(137,949)	-	(195,196)
Balance as at July 31, 2019	\$ 758	1,850	9,041	\$ 11,649
Balance as at October 31, 2019	\$ 758	1,850	9,041	\$ 11,649
Accumulated depreciation				
Balance as at August 1, 2017	\$ 362	883	8,814	\$ 10,059
Depreciation	198	483	227	908
Balance as at July 31, 2018	560	1,366	9,041	10,967
Depreciation	198	484	-	682
Balance as at July 31, 2019	\$ 758	1,850	9,041	\$ 11,649
Balance as at October 31, 2019	\$ 758	1,850	9,041	\$ 11,649
Carrying amounts				
Balance as at July 31, 2018	\$ 206,808	504,113	-	710,921
Balance as at July 31, 2019	\$ -	-	-	-
Balance as at October 31, 2019	\$ -	-	-	-

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4. PROPERTY, PLANT AND EQUIPMENT (Continued)

On September 25, 2019, the Company entered into an asset purchase and sale agreement to transfer the ownership of property, plant and equipment at the Ana Sofia project location in Argentina. The aggregate purchase price of the assets totaled USD \$180,000. The assets have been reclassified for presentation purposes to assets held for sale as at July 31, 2019. As at October 31, 2019 the contract with the purchaser did not meet all criteria under IAS18, and will be recognized as Revenue upon receipt of the first payment anticipated December 24, 2019.

As at July 31, 2019 the Company recognized an impairment of \$515,043 on assets held for sale based on fair value less costs to sell of the asset. As the equipment is still being operated by the Company, the sale of the property, plant and equipment is not considered a discontinued operation. The breakdown of assets held for sale as at October 31, 2019 are as follows:

		Plant, facilities and improvement	Field Equipment	Total
Carrying value of asset as at July 31, 2019	\$	206,610	503,629	\$ 710,239
Write down on assets held for sale		(149,363)	(365,680)	(515,043)
Assets held for sale	\$	57,247	137,949	\$ 195,196

5. EXPLORATION, EVALUATION, AND STAND-BY OPERATION EXPENDITURE

Expenditures during the three-month period ended October 31, 2019 and 2018

The Company's stand-by operational expenses for the three-month period ended October 31, 2019 and 2018 are summarized as follows:

Operational expenses for the three-month period ended October 31, 2019

Consulting fees	8,556
Field administration and other	1,606
Rent	2,190
	<u>\$ 12,352</u>

<u>Operational expenses for the three-month period ended October 31, 2018</u>	<u>\$ nil</u>
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Title to Mineral Property Interests

Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

Operating Segments

The Company operates in one industry segment, mineral exploration and development, within two geographic areas: Canada, and Argentina.

Management monitors the operating results of its operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss and is measured consistently with operating profit or loss in the financial statements. However, the Company's

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5. EXPLORATION AND EVALUATION EXPENDITURE (Continued)

financing (including finance costs and finance income) and income taxes are managed on a company basis and are not allocated to operating segments.

Ana Sofia Agri-Gypsum Project (Santiago del Estero Province, Argentina)

On January 28, 2016, the Company executed a definitive joint venture agreement (the "Agreement") with Demetra Minerals Inc. ("Demetra") to develop the Ana Sofia agricultural gypsum project in the Province of Santiago del Estero, Argentina. Demetra is a privately held, Vancouver-based agri-mining company and the beneficial owner of a 100% interest in the Ana Sofia property. It has been focused on identifying, developing and marketing calcium sulfate dihydrate, a mineral fertilizer and soil conditioner (also known as agricultural gypsum) for the markets of Argentina, Paraguay, Bolivia, Brazil and Chile.

Ana Sofia Joint Venture Agreement

As defined in the Agreement:

- 1) Centurion issued 333,333 common shares to Demetra as consideration for the acquisition of its 50% interest in the Ana Sofia Project (the "Project").
- 2) Demetra was appointed as the operator of the Project.
- 3) The Management Committee of the Joint Venture consists of 5 members - 3 Centurion nominees and 2 Demetra nominees, where a Demetra nominee also serves as an Officer of Centurion. A primary responsibility of the Management Committee is to approve program costs and oversee programs.
- 4) Centurion is responsible for reimbursing Program Costs related to Programs approved by the Management Committee.
- 5) Demetra is solely responsible for assuming all costs, liabilities and agreements associated with the Project, and no other Party (including Centurion) shall transact, perform or undertake anything in the name of the Operator (Demetra). Additionally, all rights and obligations of Centurion and Demetra are several and not joint.
- 6) Provided that the Joint Venture achieves production, or after Centurion has expended US\$4 million in development costs, both parties shall have the right to call for an amalgamation, which would be subject to a shareholders' vote. Centurion shall have the right to acquire 100% of Demetra by issuing approximately 23.5 million common shares. The Company shall set aside an additional 10.4 million Preferred Shares for the Demetra founders' convertible into Common shares on achievement of certain production milestones. Should Centurion spend an accumulated US\$6 million in approved Program Costs on various Programs prior to amalgamation, all further costs shall be borne equally by the JV partners.

Each of Centurion and Demetra have the right to call for an amalgamation, representing a call and a put option that are derivative financial instruments designated at fair value through profit and loss. Primarily due to the high level of uncertainty regarding the circumstances that trigger an exercise of these derivatives, management has determined the value of both of these derivatives approximate \$Nil both at initial recognition at July 31, 2019 (July 31, 2018: \$Nil).

Ana Sofia Property

Ana Sofia comprises two mining concessions totaling 50 hectares ("ha") in size and approximately 500 ha of exploration rights located 50 kilometers west of the provincial capital city of Santiago del Estero in northwestern, Argentina. On October 31, 2016 the Company announced that it had completed an initial resource estimate for the Project. The resource estimate is based on exploration and test-pitting work completed by Centurion and Demetra that focused on two near-surface gypsum layers located within one of the Project's mining concessions and surrounding exploration permit area.

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5. EXPLORATION AND EVALUATION EXPENDITURE (Continued)

Ana Sofia Pilot Plant

During the three-month period ended October 31, 2019, the Pilot Plant had produced nil tonnes (July 31, 2019 - nil tonnes) of agri-gypsum, however, the Company generated \$4,209 (July 31, 2019 - \$4,209) in revenue selling gypsum

from inventory. During the year ended July 31, 2019 and 2018, the revenue has been presented on the statement of comprehensive loss. As at October 31, 2019 the Pilot Plant also had nil (July 31, 2019 - 1,261) tonnes of finished goods available for sale and 238 (July 31, 2019 - 238) tonnes of stockpiled material extracted and ready for final processing.

6. SHORT-TERM LOANS

On October 25, 2016, the Company issued a one-year promissory note loan financing for \$180,000 from arm's length parties. Proceeds from this financing were allocated to assist the Company in commencing the Project's agri-gypsum pilot plant operation and for general corporate purposes. In consideration for the loan, the Company issued 514,285 bonus common shares, at a price of \$0.07 per share and will pay interest of 1.5% per month. The loan can be paid off at any time with no penalty to the Company. Finders' fees of \$12,000 were paid on this transaction. As at October 31, 2019, the outstanding balance of the loan including interest and principal is \$nil (July 31, 2019 - \$62,775). The loan is due on demand and unsecured.

On January 30, 2017, the Company issued a one-year promissory note loan financing for \$343,715 from arm's length parties. Proceeds from this financing were used to assist the Company in commencing the Project's agri-gypsum pilot plant operation and for general corporate purposes. In consideration for the loan, the Company issued 982,043 bonus common shares, at a price of \$0.07 per share and will pay interest of 1.5% per month. The loan can be paid off at any time with no penalty to the Company. As at October 31, 2019, the outstanding balance of the loan including interest and principal is \$206,140 (July 31, 2019 - \$420,409). The loan is due on demand and unsecured.

7. SHARE CAPITAL

The Company's common shares and share purchase warrants are classified as equity instruments. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Common Shares

The Company is authorized to issue an unlimited number of common shares, issuable in series.

The holders of common shares are entitled to receive dividends and are entitled to one vote per share at meetings of the Company. All shares are ranked equally with regards to the Company's residual assets.

On May 29, 2019, the Company completed a consolidation of its issued and outstanding common shares on the bases of six (6) pre-consolidation common shares, options and warrants to one (1) post consolidation common share, option and warrant (the "Share Consolidation"). The Share Consolidation has been presented throughout the financial statements retroactively and all equity related issuances are presented on a post consolidation basis

Centurion Minerals Ltd.

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7. SHARE CAPITAL (Continued)

The following is a summary of changes in common share capital:

	Number of Shares	Issue Price	Amount
Balance at August 1, 2018	11,277,965	\$	14,552,130
Balance at October 31, 2018	11,277,965	\$	14,552,130
Balance at August 1, 2019	28,578,728	\$	16,084,052
Issue of shares for cash on private placement	2,168,870	\$0.10	216,887
Share issue costs	-		(19,729)
Shares for debt	2,036,875	\$0.08	162,950
Fair value attributable to warrants issued	-		(321,518)
Balance at October 31, 2019	32,784,473	\$	16,122,642

Common Shares

For the three-month period ended October 31, 2019

- (a) On August 19, 2019, the Company reports that it received TSX Venture Exchange approval to settle \$244,425 in outstanding debt owed to various creditors by issuing 2,036,875 Common Share Units valued at \$0.12 per Unit. Each Unit consists of one share and one warrant that is exercisable for 2 years at \$0.15. The debt has now been extinguished and the issued shares were subject to a four-month escrow hold period that expired in December 19, 2019. The \$162,950 fair value of the warrants in connection to the debt settlement was recorded in warrant reserve which was determined using the Black-Scholes option pricing model and the residual method, in which the following assumptions were applied:

Risk-free rate	1.59%
Dividend yield	Nil%
Volatility factor of the expected market price of the Company's common shares	192%
Weighted average expected life of the warrants	2.0 years

- (b) On August 24, 2019, the Company closed the second tranche of a non-brokered private placement of 2,168,870 units at a price of \$0.10 per unit for gross proceeds of \$216,887. Each unit consisted of one common share and one warrant. Each warrant is exercisable for one common share at \$0.15 for two years. The warrants are subject to an acceleration clause such that if the volume weighted average price of the Common Shares is greater than \$0.30 per share for a period of 20 consecutive trading days at any time during the period of time commencing after Closing until the expiry of the Warrants, the Company may at its option elect to accelerate the expiry date of the Warrants, such that the Warrants will expire on the 20th day after the date on which notice of such acceleration is given by the Company. The Company paid finders' fees of \$9,640 and issued 96,400 finders share purchase warrants. The \$158,569 fair value of the warrants in connection to the private placement was recorded in warrant reserve which was determined using the Black-Scholes option pricing model and the residual method, in which the following assumptions were applied:

Risk-free rate	1.58%
Dividend yield	Nil%
Volatility factor of the expected market price of the Company's common shares	197%
Weighted average expected life of the warrants	2.0 years

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7. SHARE CAPITAL (Continued)

For the year three-month period ended October 31, 2018

No common share issued during the three-month period ended October 31, 2018.

Share Purchase Warrants

The following is a summary of changes in warrants:

	Number of Warrants	Weighted Average Exercise Price
Balance at August 1, 2018	4,072,155	\$ 0.78
Expired	(1,291,305)	(0.90)
Outstanding and exercisable as at October 31, 2018	2,780,850	\$ 0.90
Balance at August 1, 2018	17,757,094	\$ 0.17
Issued	4,302,145	0.15
Expired	(333,330)	(0.90)
Outstanding and exercisable as at October 31, 2019	21,725,909	\$ 0.17

As at October 31, 2019, the Company had outstanding warrants as follows:

Number of Warrants	Exercise Price per Warrant	Expiry Date	Weighted Average Remaining Life
2,468,334	\$ 0.30	November 16, 2020	1.05
14,955,430	\$ 0.15	July 10, 2021	1.69
2,036,875	\$ 0.15	August 19, 2021	1.80
2,265,270	\$ 0.15	August 24, 2021	1.82
21,725,909			1.59

8. SHARE-BASED PAYMENTS

Option Plan Details

As at October 31, 2019 and 2018, the Company maintained an equity settled share-based payment scheme for employee remuneration.

All share-based employee remuneration will be settled in equity and the Company has no legal or constructive obligation to repurchase or settle the options.

The Company issues share purchase options to directors, officers and employees of the Company and persons who provide ongoing services to the Company under an incentive stock option plan. The aggregate number of shares of the Company that may be granted pursuant to the Plan is limited to 10% of the issued and outstanding shares of the Company. The Plan is administered by the Board of Directors, which determines individual eligibility under the Plan, the number of shares optioned to each grantee and the vesting period. The exercise price of share purchase options will be no less than the closing price of the shares on the TSX Venture Exchange on the date on which the option is granted. Options will expire no later than five years from the grant date, except that they will expire within thirty days when the holder is no longer qualified to hold the option (other than for cause, when the option will expire immediately). Options granted to Directors whom are not officers or employees of the Company expire within ninety days from the date of resignation or retirement.

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8. SHARE-BASED PAYMENTS (Continued)

The following is a summary of changes in options:

	Number of Options	Weighted Average Exercise Price
Balance at October 31, 2018 and August 1, 2018	476,667	\$ 0.60
Balance at October 31, 2019 and August 1, 2019	416,667	\$ 0.60

The following options are outstanding at October 31, 2019:

Number of Options Outstanding and Exercisable	Exercise Price per Option	Expiry Date	Weighted Average Remaining Life
416,667	\$ 0.60	August 25, 2021	1.82
416,667			1.82

Options Issued

On August 25, 2016, the Company granted 416,667 options to purchase common shares to certain officers, directors and consultants. The options vested immediately and are exercisable at \$0.60 per share for a period of five years from the date of grant.

As a policy, the fair value at grant date is determined using a Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

9. LOSS PER SHARE

Basic loss per share is computed by dividing the loss applicable to common shares of the Company by the weighted average number of common shares outstanding for the relative year.

Diluted loss per common share is computed by dividing the net loss applicable to common shares by the sum of the weighted average number of common shares issued and outstanding and all additional common shares that would have been outstanding, if potentially dilutive instruments were converted.

	October 31, 2019	October 31, 018
Loss attributable to ordinary shareholders	\$ (160,997)	\$ (29,313)
Weighted average number of common shares	7,566,020	11,277,965
Basic and diluted loss per share	\$ (0.02)	\$ -

The basic and diluted loss per share is the same as there are no instruments that have a dilutive effect.

For the three-month period ended October 31, 2019 common equivalent shares totaling 22,142,576 (2018: 3,257,517) consists of shares issuable on the exercise of options and warrants.

10. RELATED PARTY TRANSACTIONS

The following is a summary of the Company's related party transactions for the three-month period ended October 31, 2019:

- (a) (i) Management Services Agreements

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10. RELATED PARTY TRANSACTIONS (Continued)

Total fees of \$27,000 (October 31, 2018: \$27,000) were paid or accrued to directors of the Company for administration services outside their capacity as a director.

(ii) Legal Fees

The Company paid or accrued legal fees of \$7,500 (October 31, 2018: \$7,500) to a law firm of which a director of the Company is a partner.

(iii) Accounting Fees

The Company paid or accrued accounting fees of \$22,500 (October 31, 2018: \$4,500) to a company owned by an officer of the Company.

(b) Due to/from Directors and Officers

A total of \$135,584 (July 31, 2019: \$161,539) is due to directors, officers, companies controlled by officers and directors of the Company.

A total of \$90,377 (July 31, 2019: \$82,878) in legal fees is due to a law firm of which a director is a partner.

A total of \$nil (July 31, 2019: \$nil) is due to Portofino Resources Inc. pursuant to a loan with no interest and payable on demand. Additionally, a total of \$41,184 (July 31, 2019: \$45,675) is due to Portofino Resources Inc. pursuant to reimbursement of operating expenses of the Company. Several key management personnel are also key management personnel of Centurion.

A total of \$11,136 (July 31, 2019: \$nil) is due from Demetra pursuant to advances and ongoing costs associated with the Ana Sofia Agri-Gypsum Project following completion of construction. During the period ended October 31, 2019, the Company recorded an impairment provision in the amount of \$nil (July 31, 2019: \$334,416).

A total of \$43,888 (2019: \$nil) is due from DFSA pursuant to ongoing costs associated with the Ana Sofia Agri-Gypsum Project following completion of construction. During the period ended October 31, 2019, the Company recorded an impairment provision in the amount of \$nil (July 31, 2019: \$194,529).

Balances payable and receivable are non-interest bearing, unsecured and have no specific terms of repayment.

Compensation of key management personnel of the Company

	2019		2018
Administration	\$ 27,000	\$	27,000
Accounting	22,500		4,500
	<u>\$ 49,500</u>	<u>\$</u>	<u>31,500</u>

There are no other related party transactions other than what was been disclosed.

11. COMMITMENTS AND OTHER CONTINGENCIES

Operating Lease Commitments – Company as Lessee

The Company entered into a lease expiring May 31, 2021 for an office space currently occupied as its head office. There are no restrictions placed on the lessee through entering into the lease. Future minimum payments under non-cancellable operating lease as at the end of the indicated periods are as follows:

Centurion Minerals Ltd.

Notes to financial statements

For the three-month period ended October 31, 2019 and 2018

(Expressed in Canadian dollars)

(Unaudited)

11. COMMITMENTS AND OTHER CONTINGENCIES (Continued)

	October 31, 2019	July 31, 2019
Within one year	\$ 49,297	\$ 65,730
More than four years	54,775	54,775
	<u>\$ 104,072</u>	<u>\$ 120,505</u>

Total operating lease expense included in general and administrative expense for the period ended October 31, 2019 was \$16,579 (October 31, 2018: \$11,030).

Exploration and Evaluation Commitments and Contingencies

The Company has mineral property commitments as outlined below:

Ana Sofia Royalty Payments:

The Ana Sofia property concessions are 10-year leases with a 10-year option for renewal at the option of DFSA. The Ana Sofia Agri-Gypsum Project is comprised of two concessions where Ana Sofia 1 was granted November 11, 2014, and Ana Sofia 2 was granted December 3, 2015.

There are no annual renewal, cancelation or lease payments associated with the concessions.

A royalty of 5% of extraction cost, on material sold, is due to the Province of Santiago del Estero, calculated at \$0.43 per tonne. If there is no quarry revenue, the province assumes a minimum monthly production of 500 tonnes, equalling \$185 per month. There are no royalty payments due to the federal government.

As at October 31, 2019 DFSA's royalty payable was \$Nil (2018: \$583) and is recorded in Accounts Payable. A liability was not recorded for future royalty payments, as payments are linked to the sale of gypsum material and the concession agreements are cancellable at the option of the Company without recourse.

12. SUBSEQUENT EVENTS

- (a) Subsequent to October 31, 2019, the Company closed the first tranche of an additional non-brokered private placement and issued 855,000 units for gross proceeds of \$85,500. Each unit was priced at \$0.10 and consists of one common share and one common share purchase warrant exercisable for 2 years and priced at \$0.15.