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**MANAGEMENT'S DISCUSSION AND ANALYSIS**

**FOR THE FISCAL YEAR ENDED**

**JULY 31, 2021**

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**CENTURION MINERALS LTD.**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**  
**FOR THE FISCAL YEAR ENDED JULY 31, 2021**

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## **INTRODUCTION**

The following management's discussion and analysis ("MD&A") of the financial condition and results of operations of Centurion Minerals Ltd. ("Centurion" or the "Company") constitutes management's review of the factors that affected the Company's financial and operating performance for the fiscal year ended July 31, 2021. This MD&A has been prepared in compliance with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the audited financial statements for the fiscal year ended July 31, 2021 and 2020, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. In the opinion of management, all adjustments (which consist only of normal recurring adjustments) considered necessary for a fair presentation have been included. The results for the period presented are not necessarily indicative of results that may be expected for any future years.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of Centurion Minerals' common shares; or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Additional information relating to our Company may be found on SEDAR at [www.sedar.com](http://www.sedar.com) or on the Company's website at [www.centurionminerals.com](http://www.centurionminerals.com).

The effective date of this report is November 26, 2021.

## **DESCRIPTION OF BUSINESS**

Centurion Minerals Ltd. (the "Company" or "Centurion") was incorporated on March 11, 2005 in the Province of British Columbia as 0718918 B.C. Ltd. The Company changed its name to Centurion Minerals Ltd. on November 28, 2005.

The Company is listed on the TSX Venture Exchange, having the symbol CTN as a Tier 2 mining issuer. The Company is in the business of mineral exploration and development, with its primary asset being its interest in the Ana Sofia Agri-Gypsum Project Joint Venture in Santiago Del Estero Province, Argentina (the "Ana Sofia Project", or the "Project"). During the year ended July 31, 2017, the Company funded an exploration program that led to the October 31, 2016 announcement of an inferred resource of 1.47 million tonnes averaging 94.1% gypsum, using an 85% cut-off grade that is the minimum required gypsum content for agricultural, commercial-quality gypsum products in Argentina. The inferred resource has been reported in accordance with the Canadian Securities Administrators National Instrument 43-101 (author: A. Turner, P.Geol., geological consultant with APEX Geoscience Ltd.).

On February 05, 2020, the Company entered into an Asset Purchase Agreement with a Uruguayan group of companies doing business as "CannaEden", whereby Centurion will acquire 100% of the assets of CannaEden in exchange for common shares of the Company (the "Acquisition").

On February 25, 2021, the Company announced that it has entered into an Amalgamation Agreement dated February 17, 2021 with HAI Beverages Inc. ("**HAI**"), whereby Centurion will acquire 100% of the outstanding shares and assets of a wholly-owned subsidiary of HAI ("**NewHAI**") in exchange for common shares of Centurion (the "**Acquisition**" or "**Transaction**"). NewHAI holds all material assets of HAI, and the Acquisition will constitute a reverse take-over ("**RTO**") of the Company.

Centurion and HAI intend to pursue a cannabis beverage consumer packaged goods licensing and joint venture strategy anchored on the CannaEden operations in Punta del Este, Uruguay. Through the CannaEden operation, and within legal jurisdiction parameters, the Company intends to initially pursue sales in Brazil, Argentina, and Paraguay. Centurion and CannaEden have advanced discussions with multiple South American pharmaceutical and consumer packaged goods companies in a co-ordinated effort to quantify potential domestic and international markets as well as determine feasible products and distribution networks.

The Company will also continue to develop and advance markets of initial focus for HAI, including Mexico, Canada, and the U.S.-based Latino markets (a significant, but largely underserved, demographic group). Activity in the U.S. would be limited to CBD-infused beverage manufacturing or licensing of IP within the legal guidelines established by the target jurisdictions and policies of the TSX Venture Exchange (the "**TSX-V**").

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**DESCRIPTION OF BUSINESS (CONTINUED)**

**HAI Transaction Summary**

Upon closing, Centurion will issue 30 million shares in exchange for 100% of the issued and outstanding shares and assets of NewHAI. The Transaction will be an arm's-length transaction and will not be a related party transaction, under applicable securities rules. NewHAI shareholders will have the ability to earn up to an additional 38,428,500 million shares upon hitting corporate milestones related to achieving certain revenue objectives. No deposit or advance has been made or is anticipated to be made by Centurion to HAI or NewHAI in connection with the Transaction and HAI will continue to finance its own activities until closing of the transaction.

The Transaction is subject to a number of terms and conditions, including, but not limited to, receipt of all necessary Board, shareholder and any regulatory approvals; completion of the financings described below; and approval of the TSX-V.

Centurion will provide a summary of any available significant financial information for HAI and NewHAI in the near future and will also confirm in a subsequent news release whether it will retain a Sponsor pursuant to the Transaction and concurrent financing or whether it will rely upon any available exemptions or waivers from the TSX-V. There can be no assurance that the Transaction will be completed as proposed or at all.

As at the date of this MD&A, the Transaction is proceeding as discussed. Trading in the shares of Centurion is expected to remain halted pending receipt of conditional approval from the TSX-V and/or closing of the Transaction.

**Financing**

Pursuant to the Agreement, it is a condition of closing that HAI and the Company (the "**Parties**") will have completed a concurrent financing of a minimum \$2,500,000 (the "**Financing**"). The Parties intend to undertake the Financing by way of private placement at \$0.50 per Unit. Each Unit will consist of one common share and one share purchase warrant. The Parties anticipate that each Warrant shall have a term of 24 months commencing on the Closing Date and shall entitle the holder to purchase one common share at a price of \$0.65.

**Centurion Consolidation**

Pursuant to the news release June 18, 2021, the Company intends to undertake a share consolidation whereby 2 common shares shall be exchanged for 1 post-consolidation common share of the Company. The number of stock options, warrants and related exercise prices will also be adjusted in accordance with the consolidation ratio. For reference, the Company currently has 33,639,473 common shares issued and outstanding and no stock options and warrants.

**CannaEden Amending Agreement**

Pursuant to the Company's news release February 7, 2020, the Company has amended its original share purchase agreement (the "**CannaEden Amending Agreement**") with the Uruguayan group of companies doing business as CannaEden ("**CannaEden**") to align with the Company's planned share consolidation discussed above and the Financing. The CannaEden Amending Agreement amends certain provisions such that at closing, Centurion will issue 5 million shares (previously 10 million shares) in exchange for 100% of the issued and outstanding shares and assets of CannaEden. CannaEden will have the ability to earn up to an additional 3 million shares (previously 6 million shares) upon hitting the same revenue milestones as discussed above for NewHAI. The Company has also agreed to amend the Bridge Financing provision whereby CannaEden will have the option to receive either cash reimbursement, or common shares of the Company valued at \$0.50, for expenditures incurred between execution date of the original share purchase agreement and closing of the Transaction.

***The Company wishes to advise the investing community, that there is no guarantee of success on consummating any new strategic transaction.***

**OVERVIEW**

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

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**MINERAL PROPERTIES**

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 to be nominal.

*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.

*Ana Sofia Pilot Plant*

During the year ended July 31, 2021 and 2020, the Pilot Plant hadn't produced any agri-gypsum, however, the Company generated \$4,749 in revenue selling gypsum from inventory during fiscal 2020. As at July 31, 2020 the Pilot Plant also had 1,261 tonnes of finished goods available for sale and 238 tonnes of stockpiled material extracted and ready for final processing. During the year ended July 31, 2020, the Company wrote-down its inventory to reflect its net realizable value, however, as at the date of this MD&A, the inventory remains on-site and is saleable upon a resumption of agri-gypsum demand.

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**SELECTED ANNUAL INFORMATION**

	July 31, 2021	July 31, 2020	July 31, 2019
<b>Financial results</b>			
	\$	\$	\$
Net loss for the year	(417,101)	(1,025,519)	(1,799,378)
Comprehensive loss for the year	(417,101)	(1,025,519)	(1,799,378)
Basic and diluted earnings per common share	(0.01)	(0.03)	(0.13)
<b>Financial position data</b>			
Cash	713	1,348	335,235
Property, plant and equipment	-	-	-
Total assets	194,596	48,004	655,899
Shareholders' deficiency	(1,519,976)	(1,102,875)	(603,442)

**RESULTS OF OPERATION**

The following financial data has been derived from the audited financial statements for the fiscal year ended July 31, 2021, and 2020, respectively:

During the fiscal year ended July 31, 2021, the Company had a net loss and comprehensive loss of \$417,101 versus \$1,025,519 in the comparative period, being a decrease of \$608,418, or 59%.

The expenses and related costs that reflect changes in the Company's operations during the fiscal year ended July 31, 2021 includes the following:

- Accounting expense (2021: \$104,000, 2020: \$133,500) includes audit related payment, and accruals of \$90,000 accounting fees to a Company controlled by the Company's CFO;
- Administration fees (2021: \$108,000, 2020: \$108,000) accrued to the Company's CEO and President remains the same;
- Consulting fee (2021: \$90,000, 2020: \$132,120) accrued relates to a renewal of an Argentine consulting contract made during the fiscal year;
- A decrease in filing fees and communications (2021: \$13,711, 2020: \$81,079) relates to payments made to TSX-V and transfer agent;
- Financing costs (2021: \$42,358 2020: \$42,541) due to unpaid promissory note interest rate that were automatically rolled over with an interest calculated at 2% and 5% per month until the full amount due is paid to the lender;
- General exploration expenditure (2021: \$Nil, 2020: \$21,461) decreased due to non-operation;
- Insurance cost (2021: \$1,307, 2020: \$1,740) relates to office insurance payment.
- Legal cost (2021: \$28,816, 2020: \$73,474) includes accrual of \$20,000 legal fee to a Company controlled by a Company Director;
- Office and miscellaneous expense (2021: \$13,883, 2020: \$19,997) are office related expenses like bank charges, Company's website hosting, benefits, and supplies;
- Rent expense (recovery) (2021: (\$9,884), 2020: (\$11,239) were shared between another company of which several key management personnel are also key management personnel of Centurion, and due to adoption of IFRS 16;
- Telephone costs (2021: \$4,136, 2020: \$5,388) decreased due to shared administration expenses;
- Travel expenses (2021: \$1,152, 2020: \$65,501) decreased due to current global situation; and
- Wages (2021: \$72,000, 2020: \$70,286) increased slightly due to administration expenses which were shared during the fiscal year ended July 31, 2021.

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**SELECTED QUARTERLY RESULTS FROM STATEMENTS OF FINANCIAL POSITION AND COMPREHENSIVE LOSS**

The following information is derived from and should be read in conjunction with the audited interim condensed financial statements for each of the past eight quarters which have been prepared in accordance with IFRS applicable to interim financial reporting including IAS 34.

	July 31, 2021	April 30, 2021	January 31, 2021	October 31, 2020
	\$	\$	\$	\$
Net loss for the period	(43,598)	(129,656)	(112,041)	(131,806)
Comprehensive loss for the period	(43,598)	(129,656)	(112,041)	(131,806)
Basic and diluted loss per share	-	-	-	-
<i>Balance Sheet Data</i>				
Cash	713	3,639	939	1,016
Property plant and equipment	-	-	-	-
Total assets	194,596	18,575	14,266	38,826
Shareholders' deficiency	(1,519,976)	(1,480,879)	(1,351,222)	(1,234,681)
	July 31, 2020	April 30, 2020	January 31, 2020	October 31, 2019
	\$	\$	\$	\$
Net income (loss for the period)	(497,272)	(158,027)	(209,223)	(160,997)
Comprehensive loss for the period	(497,272)	(158,027)	(209,223)	(160,997)
Basic and diluted loss per share	(0.01)	-	(0.01)	(0.02)
<i>Balance Sheet Data</i>				
Cash	1,348	1,614	1,236	93,682
Total assets	48,004	336,169	377,208	486,496
Shareholders' deficiency	(1,102,875)	(666,708)	(508,681)	(298,831)

The Company has declared no dividends for any period presented.

**LIQUIDITY**

As at July 31, 2021, Centurion had a working capital deficiency of \$1,561,398, which included a cash balance of \$713.

Currently the Company is not operating and not exposed to price risk. As a result, the Company will rely on completion of future equity transactions such as equity offerings. This may also affect the Company's liquidity and its ability to meet its ongoing obligations.

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 outbreak of the novel coronavirus COVID-19, which was declared a pandemic by the World Health Organization on March 11, 2020, has led to adverse impacts on the Canadian and global economies, disruptions of financial markets, and created uncertainty regarding potential impacts to the Company's supply chain and operations. The COVID-19 pandemic has impacted and could further impact the Company's operations and the operations of the Company's suppliers and vendors as a result of quarantines, facility closures, and travel and logistics restrictions. The extent to which the COVID-19 pandemic impacts the Company's business, results of operations and financial condition will depend on future developments, which are

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**LIQUIDITY (CONTINUED)**

highly uncertain and cannot be predicted, including, but not limited to the duration, spread, severity, and impact of the COVID-19 pandemic, the effects of the COVID-19 pandemic on the Company's suppliers and vendors and the remedial actions and stimulus measures adopted by local and federal governments, and to what extent normal economic and operating conditions can resume. The management team is closely following the progression of COVID-19 and its potential impact on the Company. Even after the COVID-19 pandemic has subsided, the Company may experience adverse impacts to its business as a result of any economic recession or depression that has occurred or may occur in the future. Therefore, the Company cannot reasonably estimate the impact at this time on our business, liquidity, capital resources and financial results.

**CAPITAL RESOURCES**

The Company has operations that do not generate cash flow. 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.

Objectives when managing capital are to:

- a) Provide an adequate return to shareholders;
- b) Provide adequate and efficient funding for operations;
- c) Continue the development of its business and support any expansion plans;
- d) Allow flexibility to investment in other revenues; and
- e) Maintain a capital structure, which optimizes the cost of capital at acceptable risk.

In the management of capital, all accounts are included in shareholders' deficiency. As at July 31, 2021, the Company had no bank indebtedness.

The Company is not subject to any externally imposed capital requirements and there has been no change with respect to the overall capital risk management strategy during the fiscal year ended July 31, 2021.

**CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS**

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

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**CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)**

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.

*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 9.

**RELATED PARTY TRANSACTIONS**

The following is a summary of the Company's related party transactions for the year ended July 31, 2021:

(a) (i) Administrative Services Agreements

Total fees of \$108,000 (2020: \$108,000) were accrued to David Tafel, a director of the Company, for administration services outside his capacity as a director.

(ii) Legal Fees

The Company accrued legal fees of \$20,000 (2020: \$13,281) to a law firm of which a director of the Company, Kenneth Cawkell, is a partner.

(iii) Accounting Fees

The Company accrued accounting fees of \$90,000 (2020: \$90,000) to a company owned by Jeremy Wright, a director and an officer of the Company.

(b) Due to/from Directors and Officers

A total of \$624,197 (2020: \$298,258) is due to directors, officers, companies controlled by officers and directors of the Company.

A total of \$96,159 (2020: \$96,159) in legal fees is due to a law firm of which a director is a partner.

A total of \$164,076 (2020: \$38,988) is due to Portofino Resources Inc. pursuant to reimbursement of operating expenses of the Company. Several key management personnel ("Portofino") are also key management personnel of Portofino.

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

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**RELATED PARTY TRANSACTIONS (CONTINUED)**

**Compensation of key management personnel of the Company**

Key management personnel receive compensation in the form of short-term employee benefits. Key management personnel include the officers and directors of the Company. The remuneration of key management is as follows:

	<u>2021</u>		<u>2020</u>
Administration	\$ 108,000	\$	108,000
Accounting	90,000		90,000
Consulting	90,000		90,000
	<u>\$ 288,000</u>	<u>\$</u>	<u>288,000</u>

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

**OFF BALANCE SHEET ARRANGEMENTS**

During the fiscal year ended July 31, 2021, the Company did not have any off-balance sheet arrangements.

**OUTSTANDING SHARE DATA**

As of the date of this MD&A, the Company has 33,639,473 common shares issued and outstanding and no share purchase warrants and share options convertible into common shares.

See note 8 and 9 in the Financial Statements for further details.

**ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE**

A number of new standards, and amendments to standards and interpretations, are not yet effective for the year ended July 31, 2021, and have not been early adopted in preparing these consolidated financial statements. These new standards, and amendments to standards and interpretations are either not applicable or are not expected to have a significant impact on the Company's financial statements.

**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 year ended July 31, 2021. The Company is not subject to externally imposed capital requirements.

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**RISK MANAGEMENT, CAPITAL MANAGEMENT AND FINANCIAL INSTRUMENTS (CONTINUED)**

**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.

*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.

**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 July 31, 2021 the Company had short-term loans of \$299,770.
- 2) As at July 31, 2021, 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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**RISK MANAGEMENT, CAPITAL MANAGEMENT AND FINANCIAL INSTRUMENTS (CONTINUED)**

The following table summarizes the maturities of the Company's financial liabilities as at July 31, 2021 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	\$ 294,280	\$ 294,280	\$ 294,280	\$ -	-	-
Due to related parties	884,431	884,431	884,431	-	-	-
Short-term loan	299,770	299,770	299,770	-	-	-
Lease liability	190,091	204,577	69,640	134,937		
Total	\$ 1,668,572	\$ 1,683,058	\$ 1,548,121	\$134,937	-	-

*Reliance on Key Personnel*

The Company is dependent on a relatively small number of key people, the loss of any of whom could have an adverse effect on its operations. The Company does not carry any key man insurance.

**CENTURION MINERALS LTD.**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**  
**FOR THE FISCAL YEAR ENDED JULY 31, 2021**

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**CAUTION REGARDING FORWARD LOOKING STATEMENTS**

Certain information regarding the Company within the MD&A may include "forward-looking statements" within the meaning of applicable Canadian securities legislation. All statements, other than statements of historical facts, included in this MD&A that address activities, events or developments that the Company expects or anticipates will or may occur in the future, including such things as future business strategy, goals, expansion and growth of the Company's business, plans and other such matters are forward-looking statements. When used in this MD&A the words "estimate", "plan", "anticipate", "expect", "intend", "believe" and similar expressions are intended to identify forward-looking statements. Such statements by their nature involve certain risks and uncertainties that could cause actual results to differ materially from those contemplated by such statements. The Company considers the assumptions on which these forward-looking statements are based to be reasonable at the time they were prepared but cautions the reader that these assumptions regarding future events, many of which are beyond the control of management, may ultimately prove to be incorrect. The reader should not rely solely on these forward-looking statements.

The Ana Sofia project has not been the subject of a feasibility study and as such there is no certainty that a potential mine will be realized or that the processing facility will be able to produce a commercially marketable product. There is a significant risk that any production from the project will not be profitable with these risks elevated by the absence of a compliant NI 43 101 feasibility study. A mine production decision that is not based on a feasibility study demonstrating economic and technical viability does not provide adequate disclosure of the increased uncertainty and specific risks of failure associated with such a production decision. The work carried out to date is of a preliminary nature to assist in the determination as to whether the mineral product is suitable for sale and if there are markets for the mineral product. The Company has undertaken market research and studies to try to mitigate these risks. General risks inherent in the Project include the reliance on available data and assumptions and judgments used in the interpretation of such data, the speculative and uncertain nature of exploration and development costs, capital requirements and the ability to obtain financing, volatility of global and local economic climates, share price volatility, estimated price volatility, changes in equity markets, exchange rate fluctuations and other risks involved in the mineral exploration and development industry. There can be no assurance that a forward-looking statement or information referenced herein will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements or information. Accordingly, readers should not place undue reliance on forward-looking statements or information.

We undertake no obligation to reissue or update any forward-looking statements or information except as required by law.

The Ana Sofia mineral resource estimate is reported in accordance with the Canadian Securities Administrators National Instrument 43-101 and has been estimated using the CIM "Estimation of Mineral Resources and Mineral Reserves Best Practice Guidelines" dated November 23rd, 2003 and CIM "Definition Standards for Mineral Resources and Mineral Reserves" dated May 10th, 2014. Due to the relatively wide spacing of the historical quarries and the 2016 test pits, which varies between 40 m and 300 m, the Ana Sofia 2 resource described herein is categorized entirely as an inferred mineral resource. Inferred Mineral Resources are not Mineral Reserves. Mineral resources, which are not mineral reserves, do not have demonstrated economic viability. There has been insufficient exploration to define the inferred resources as an indicated or measured mineral resource, however, it is reasonably expected that the majority of the Inferred Mineral Resources could be upgraded to Indicated Mineral Resources with continued exploration. There is no guarantee that any part of the mineral resources will be converted into a mineral reserve in the future. The estimate of mineral resources may be materially affected by geology, environment, permitting, legal, title, taxation, socio-political, marketing or other relevant issues.

This MD&A contains forward-looking statements concerning future operations of Centurion Minerals Ltd. (the "Company"). All forward-looking statements concerning the Company's future plans and operations, including management's assessment of the Company's project expectations or beliefs may be subject to certain assumptions, risks and uncertainties beyond the Company's control. Investors are cautioned that any such statements are not guarantees of future performance and that actual performance and exploration and financial results may differ materially from any estimates or projections. Such statements include, among others: possible variations in mineralization, grade or recovery rates; actual results of current exploration activities; actual results of reclamation activities; conclusions of future economic evaluations; changes in project parameters as plans continue to be refined; failure of equipment or processes to operate as anticipated; accidents and other risks of the mining industry; delays and other risks related to construction activities and operations; timing and receipt of regulatory approvals of operations; the ability of the Company and other relevant parties to satisfy regulatory requirements; the availability of financing for proposed transactions, programs and working capital requirements on reasonable terms; the ability of third party service providers to deliver services on reasonable terms and in a timely manner; market conditions and general business, economic, competitive, political and social conditions. It is important to note that the information provided in this MD&A is preliminary in nature. There is no certainty that a potential mine will be realized.