

Form 51-102F3
Material Change Report

Item 1. Name and Address of Company

Centurion Minerals Ltd. (the “**Company**”)
Suite 520 – 470 Granville Street
Vancouver, British Columbia V6C 1V5
Canada

Item 2. Date of Material Change

November 29, 2024

Item 3. News Release

News Release dated November 29, 2024 was disseminated through Newsfile Corp.

Item 4. Summary of Material Change

The Company previously announced that it had applied for a management cease trade order (“**MCTO**”) under National Policy 12-203 – *Management Cease Trade Orders* (“**NP 12-203**”) which was approved by the British Columbia Securities Commission on November 29, 2024.

The Company had applied for the MCTO due to a delay in the filing of the Company’s annual financial statements, accompanying management’s discussion and analysis and related certifications for the fiscal year ended July 31, 2024 (collectively, the “**Annual Filings**”), which were due on November 28, 2024.

The Company expects that it will be in a position to file the Annual Filings on or before January 27, 2025.

Item 5. Full Description of Material Change

Item 5.1 Full Description of Material Change

The Company previously announced that it had applied for a MCTO under NP 12-203 which was granted by the British Columbia Securities Commission on November 29, 2024.

The Company had applied for the MCTO due to a delay in the filing of the Company’s Annual Filings which were due on November 28, 2024.

During the MCTO, investors will continue to be able to trade in common shares in the capital of the Company listed on the TSX Venture Exchange (the “**TSXV**”). However, the MCTO restricts the Chief Executive Officer and Chief Financial Officer from all trading in securities of the Company until such time as the Annual Filings have been filed by the Company and the MCTO has been lifted. The MCTO does not affect the ability of other shareholders of the Company to trade in securities of the Company.

The Company will issue a news release announcing completion of filing of the Annual Filings at such time as they are completed and filed. Until the Company files the Annual Filings, it will comply with the alternative information guidelines set out in under NP 12-203, including issuing bi- weekly default status reports by way of news releases, which will be filed on SEDAR+.

The Company expects that it will be in a position to file the Annual Filings on or before January 27, 2025.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

Not applicable.

Item 8. Executive Officer

David G. Tafel, Chief Executive Officer and Director
Telephone: 604-484-2161

Item 9. Date of Report

December 6, 2024