CENTURION MINERALS LTD

Financial Statements

July 31, 2019 and 2018

(Expressed in Canadian Dollars)

MANNING ELLIOTT
ACCOUNTANTS & BUSINESS ADVISORS

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INDEPENDENT AUDITORS' REPORT

To the Shareholders and Directors of Centurion Minerals Ltd.

Opinion

We have audited the financial statements of Centurion Minerals Ltd. (the "Company") which comprise the statements of financial position as at July 31, 2019 and 2018, and the statements of comprehensive loss, changes in deficiency and cash flows for the years then ended, and the related notes comprising a summary of significant accounting policies and other explanatory information.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at July 31, 2019 and 2018, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 of the accompanying financial statements, which indicates that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information, which comprises the information included in the Company's Management Discussion & Analysis to be filed with the relevant Canadian securities commissions.

Our opinion on the financial statements does not cover the other information, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditors' report is Fernando J. Costa.

Manning Elliott LLP

CHARTERED PROFESSIONAL ACCOUNTANTS
Vancouver, Canada
November 25, 2019

Centurion Minerals Ltd.
Statements of Financial Position
As at July 31, 2019 and 2018
(Expressed in Canadian dollars)

	Notes	2019	2018
Current assets			
Cash		$ 335,235	$ 3,847
Amounts receivable	10	35,420	298,697
Gypsum inventory		5,151	5,527
Prepaid expenses and deposits		61,818	8,934
Assets held for sale	4	195,196	-
		632,820	317,005
Non-current assets			
Property, plant and equipment	4	-	710,921
Development costs	5	23,079	23,079
		23,079	734,000
Total assets		$ **655,899**	**$ 1,051,005**
Current liabilities			
Accounts payable and accrued liabilities		$ 531,741	$ 595,706
Due to related parties	10	244,416	431,802
Short-term loans	6	483,184	547,286
Total liabilities		1,259,341	1,574,794
Shareholders' deficiency			
Share capital	7	16,084,052	14,552,130
Share subscriptions received (receivable)		(20,000)	22,000
Share option reserve	8	2,447,015	2,447,015
Share warrant reserve	7	4,605,348	4,375,545
Deficit		(23,719,857)	(21,920,479)
		(603,442)	(523,789)
Total liabilities and shareholders' deficiency		**$ 655,899**	**$ 1,051,005**

SEE NOTE 1, NATURE OF OPERATIONS
SEE NOTE 11, COMMITMENTS
SEE NOTE 13, SUBSEQUENT EVENTS

Approved by the Board:

"David Tafel"	"Kenneth A Cawkell"
Director	Director

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

Centurion Minerals Ltd.
Statements of Comprehensive Loss
For the years ended July 31, 2019 and 2018
(Expressed in Canadian dollars)

	Notes	2019	2018
Revenues	5	$ 4,209	$ 72,026
Cost of sales		(376)	(42,974)
Gross margin		3,833	29,052
Operating expenses			
Accounting	10	70,500	122,669
Administration	10	133,000	108,000
Consulting		255,500	14,300
Depreciation		682	908
Filing fees and communications		52,005	59,721
Financing costs		82,898	116,067
Foreign exchange (gain) loss		263	(4,614)
General exploration expenditures	5	68,630	38,157
Insurance		2,166	871
Legal	10	7,264	45,371
Office and miscellaneous		29,807	12,431
Rent		37,014	19,200
Telephone		7,503	2,063
Travel		24,110	26,430
Wages		34,650	4,950
		(805,992)	(566,524)
Other income (expenses)			
Other income		46,769	25,000
Gain on debt settlement		-	57,702
Write down on equipment	4	(515,043)	
Impairment on amounts receivable	10	(528,945)	
Loss on write-down of inventory		-	(45,295)
		(997,219)	37,407
Net loss and comprehensive loss		**$ (1,799,378)**	**$ (500,065)**
Basic and diluted earnings per common share		$ (0.13)	$ (0.04)
Weighted average number of common shares		13,846,707	11,238,718

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

Centurion Minerals Ltd.

Statements of Change in Deficiency
For the years ended July 31, 2019 and 2018
(Expressed in Canadian dollars)

	Note	Number of common shares	Share capital	Share subscriptions received (receivable)	Share option reserve	Share warrant reserve	Deficit	Total
Balance at August 1, 2017		10,944,632	$ 14,488,611	$ -	$ 2,447,015	$ 4,342,440	$ (21,420,414)	$ (142,348)
Comprehensive loss		-	-	-	-	-	(500,065)	(500,065)
Private placements		333,333	100,000	-	-	-	-	100,000
Share subscriptions received		-	-	22,000	-	-	-	22,000
Value attributable to warrants issued in private placements		-	(33,105)	-	-	33,105	-	-
Share issue costs		-	(3,376)	-	-	-	-	(3,376)
Balance at July 31, 2018		**11,277,965**	**$ 14,552,130**	**$ 22,000**	**$ 2,447,015**	**$ 4,375,545**	**$ (21,920,479)**	**$ (523,789)**
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		-	-	-	-	-	(1,799,378)	**(1,799,378)**
Private placements	7	17,300,763	1,778,743	-	-	-	-	**1,778,743**
Share subscriptions received		-	-	(42,000)	-	-	-	**(42,000)**
Value attributable to warrants issued in private placements		-	(221,674)	-	-	221,674	-	-
Share issue costs		-	(25,147)	-	-	8,129	-	**(17,018)**
Balance at July 31, 2019		**28,578,728**	**$ 16,084,052**	**$ (20,000)**	**$ 2,447,015**	**$ 4,605,348**	**$ (23,719,857)**	**$ (603,442)**

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

Centurion Minerals Ltd.
Statements of Cash Flows
For the years ended July 31, 2019 and 2018
(Expressed in Canadian dollars)

	Note	2019	2018
Cash flows from operating activities			
Net loss		$ (1,799,378)	$ (500,065)
Adjustments to non-cash items			
Depreciation	4	682	908
Finance expense	6	82,898	99,627
Gain on debt settlement		-	(57,702)
Loss on write-down of inventory		-	45,295
Write down on equipment		515,043	-
Write down on amounts receivable		528,945	-
Changes in non-cash working capital			
Increase in amounts receivable		(265,668)	(96,874)
Decrease in inventory		376	2,860
Decrease (increase) in prepaid expenses and deposits		(52,884)	13,750
Increase (decrease) in accounts payable and accrued liabilities		(63,965)	115,644
Increase (decrease) in payable to related parties		(187,386)	226,930
Net cash flows used in operating activities		(1,241,337)	(149,627)
Cash flows from financing activities			
Proceeds from issuance of shares	7	1,736,743	100,000
Proceeds (repayment) of promissory notes	6	(82,500)	-
Proceeds (repayment) of short-term loans		(64,500)	14,500
Share subscriptions receivable received		-	22,000
Share issue costs		(17,018)	(3,376)
Net cash from financing activities		1,572,725	133,124
Increase (Decrease) in cash		331,388	(16,503)
Cash, beginning of the year		3,847	20,350
Cash, end of the year		$ 335,235	$ 3,847
Interest paid		$ 47,500	$ 16,440
Income taxes paid		$ -	$ -

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

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 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 July 31, 2019, the Company has accumulated losses of $23,719,857 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 July 31, 2019. The Board of Directors approved the financial statements on November 25, 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.

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.

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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.

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.

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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.

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

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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.

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 July 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.

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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.

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.

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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 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 July 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.

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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:

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:

<u>Financial assets</u>:	<u>Classification</u>:
Cash	Fair Value Through Profit and Loss
Amounts receivable	Amortized cost
Derivative call option	Fair Value Through Profit and Loss

<u>Financial liabilities</u>:	<u>Classification</u>:
Accounts payable	Amortized cost
Due to related parties	Amortized cost
Short-term loan	Amortized cost
Derivative put option	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.

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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).

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 year ended July 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.

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Adoption of New and Revised Standards and Interpretations (Continued)

- 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 period ended July 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.

- 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 year ended July 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.

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

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.

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 July 31, 2019 the Company has $nil (2018 - $153,900) 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 July 31, 2019 the Company has $nil (2018 - $141,824) 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.

(Expressed in Canadian dollars)

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

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, 2019 the Company had short-term loans of $483,184.

2) As at July 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.

The following table summarizes the maturities of the Company's financial liabilities as at July 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	$ 531,741	$ 531,741	$ 531,741	-	-	-
Due to related parties	244,416	244,416	244,416	-	-	-
Short-term loan	483,184	483,184	483,184	-	-	-
Total	$ 1,259,341	$ 1,259,341	$ 1,259,341	-	-	-

(Expressed in Canadian dollars)

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
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
Carrying amounts						
Balance as at July 31, 2018	**$**	**206,808**	**504,113**	**-**		**710,921**
Balance as at July 31, 2019	**$**	**-**	**-**	**-**		**-**

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 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 July 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**

(Expressed in Canadian dollars)

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

Expenditures During the Year

The Company's stand-by operational expenses for the year ended July 31, 2019 and 2018 are summarized as follows:

Stand-By Operational Expenses for the year-ended July 31, 2019		Argentina
Assays and analysis	$	-
Extraction		12,021
Equipment and project site rentals		1,081
Field administration and other		17,949
Labour		26,186
Consulting fees		11,393
	$	**68,630**

Stand-By Operational Expenses for the year-ended July 31, 2018		Argentina
Assays and analysis	$	2,289
Extraction		-
Equipment and project site rentals		-
Field administration and other		8,395
Labour		27,473
Consulting fees		-
	$	**38,157**

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 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.

5. EXPLORATION AND EVALUATION EXPENDITURE (Continued)

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 and 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.

Ana Sofia Pilot Plant

During the year ended July 31, 2019, the Pilot Plant had produced and sold nil tonnes (2018 - 765 tonnes) of agri-gypsum, however, the Company generated $4,209 (2018 - $72,026) in revenue selling gypsum from inventory. During 2019 and 2018, the revenue has been presented on the statement of comprehensive loss. As at July 31, 2019 the Pilot Plant also had 1,261 (2018 - 1,353) tonnes of finished goods available for sale and 238 (2018 - 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 July 31, 2019, the outstanding balance of the loan including interest and principal is $62,775 (2018 - $53,978). 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 July 31, 2019, the outstanding balance of the loan including interest and principal is $420,409 (2018 - $428,808). The loan is due on demand and unsecured.

During the year ended July 31, 2017 the Company received advances of $95,000 from Portofino Resources Inc., which has key management personnel who are also key management personnel of Centurion. During the year ended July 31, 2019, the Company received advances of $nil (2018 - $14,500). The Company made repayments during the year of $64,500 (2018 - $45,000), and as at July 31, 2019, the outstanding balance of the loan is $nil (2018 - $64,500).

(Expressed in Canadian dollars)

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

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

	Number of Shares	Issue Price		Amount
Balance at August 1, 2017	10,944,632		$	14,488,611
Issue of shares for cash on private placement	333,333	$0.30		100,000
Share issue costs	-			(3,376)
Fair value attributable to warrants issued	-			(33,105)
Balance at July 31, 2018	**11,277,965**		**$**	**14,552,130**
Balance at August 1, 2018	11,277,965		$	**14,552,130**
Issue of shares for cash on private placement	17,300,763	$0.10		1,778,743
Share issue costs	-			(25,147)
Fair value attributable to warrants issued	-			(965,046)
Balance at July 31, 2019	**28,578,728**		**$**	**15,340,680**

Common Shares

For the year ended July 31, 2019

(a) On November 16, 2018, the Company closed the first tranche of a non-brokered private placement of 2,433,333 units at a price of $0.12 per unit for gross proceeds of $292,000. Each unit consisted of one common share and one warrant. Each warrant is exercisable for one common share at $0.30 for two years. The $73,000 fair value of the warrants in connection to the private placement was recorded in warrant reserve which was determined using the residual method. The Company paid finders' fees of $4,200 and issued 35,000 finders fee share purchase warrants with a fair value of $1,836 using the Black-Scholes option pricing model and the residual method, in which the following assumptions were applied:

Risk-free rate	2.21%
Dividend yield	Nil%
Volatility factor of the expected market price of the Company's common shares	162%
Weighted average expected life of the warrants	2.0 years

(Expressed in Canadian dollars)

7. SHARE CAPITAL (Continued)

(b) On July 10, 2019, the Company closed the first tranche of a non-brokered private placement of 14,867,430 units at a price of $0.10 per unit for gross proceeds of $1,486,743. 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 $892,046 fair value of the warrants in connection to the private placement was recorded in warrant reserve which was determined using the residual method. The Company paid finders' fees of $8,800 and issued 88,000 finders share purchase warrants with a fair value of $6,293 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

For the year ended July 31, 2018

(c) On September 14, 2017, the Company closed the final tranche of a non-brokered private placement of 333,330 units at a price of $0.30 per unit for gross proceeds of $100,000. Each unit consisted of one common share and one warrant. The common shares were subject to a four-month hold period expiring January 2018. Each warrant is exercisable for one common share at $0.60 for the first year and at $0.90 for the second year following the closing. The Company paid finders' fees of $3,376. The $33,105 fair value of the warrants was recorded in warrant reserve, which was determined using the Black-Scholes option pricing model and the relative fair value method, in which the following assumptions were applied:

Risk-free rate	1.60%
Dividend yield	Nil%
Volatility factor of the expected market price of the Company's common shares	142%
Weighted average expected life of the warrants	2.0 years

Share Purchase Warrants

The following is a summary of changes in warrants:

	Number of Warrants	Weighted Average Exercise Price
Balance at August 1, 2017	7,709,928	0.78
Issued	333,330	0.60
Expired	(3,971,103)	(0.90)
Outstanding and exercisable as at July 31, 2018	**4,072,155**	**$ 0.78**
Balance at August 1, 2018	4,072,155	0.78
Issued	17,423,763	0.17
Expired	(3,738,824)	(0.90)
Outstanding and exercisable as at July 31, 2019	**17,757,094**	**$ 0.17**

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

Number of Warrants	Exercise Price per Warrant	Expiry Date	Weighted Average Remaining Life
333,330	$ 0.90	September 15, 2019	0.01
2,468,334	$ 0.30	November 16, 2020	0.18
14,955,430	$ 0.15	July 10, 2021	1.64
17,757,094			**1.82**

(Expressed in Canadian dollars)

8. SHARE-BASED PAYMENTS

Option Plan Details

As at July 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.

The following is a summary of changes in options:

	Number of Options		Weighted Average Exercise Price
Balance at August 1, 2018 and 2017	476,667	$	0.90
Issued	-		-
Cancelled/Forfeited	-		-
Expired	(60,000)		0.36
Balance at July 31, 2019	**416,667**	**$**	**0.60**

The following options are outstanding at July 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	2.07
416,667				**2.07**

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.

(Expressed in Canadian dollars)

8. SHARE-BASED PAYMENTS (Continued)

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.

		2019		2018
Loss attributable to ordinary shareholders	$	(1,799,378)	$	(500,065)
Weighted average number of common shares		13,846,707		11,238,718
Basic and diluted loss per share	$	(0.13)	$	(0.04)

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

For the year-ended July 31, 2019 common equivalent shares totaling 18,173,761 (2018: 4,548,822) 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 year ended July 31, 2019:

(a) (i) Management Services Agreements

Total fees of $108,000 (2018: $108,000) 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 $23,490 (2018: $34,417) 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 $30,000 (2018: $18,000) to a company owned by an officer of the Company.

(iv) Consulting Fees

The Company received other income of $Nil (2018: $25,000) from a company with common directors.

(b) Due to/from Directors and Officers

A total of $161,539 (2018: $287,286) is due to directors, officers, companies controlled by officers and directors of the Company.

A total of $82,878 (2018: $144,516) in legal fees is due to a law firm of which a director is a partner.

(Expressed in Canadian dollars)

10. RELATED PARTY TRANSACTIONS (Continued)

A total of $Nil (2018: $64,500) is due to Portofino Resources Inc. pursuant to a loan with no interest and payable on demand. Additionally, a total of $45,675 (2018: $48,290) 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 $Nil (2018: $153,900) is due from Demetra pursuant to advances and ongoing costs associated with the Ana Sofia Agri-Gypsum Project following completion of construction. During the year end July 31, 2019, the Company recorded an impairment provision in the amount of $334,416 (2018: $Nil).

A total of $Nil (2018: $141,824) is due from DFSA pursuant to ongoing costs associated with the Ana Sofia Agri-Gypsum Project following completion of construction. During the year end July 31, 2019, the Company recorded an impairment provision in the amount of $194,529 (2018: $Nil).

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	$	108,000	$	108,000
Accounting		30,000		18,000
	$	138,000	$	126,000

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:

		2019		2018
Within one year	$	65,730	$	65,730
More than four years		54,775		120,505
	$	120,505	$	186,235

Total operating lease expense included in general and administrative expense for the year ended July 31, 2019 was $37,014 (2018: $19,200).

(Expressed in Canadian dollars)

11. COMMITMENTS AND OTHER CONTINGENCIES (Continued)

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 July 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. INCOME TAXES

Income tax expense comprises 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 loss.

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. 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.

A reconciliation of income taxes at statutory rates is as follows:

		2019		2018
Loss before income taxes for the year	$	(1,799,378)	$	(500,065)
Statutory tax rate		27.33%		26.58%
Expected income tax recovery		(491,000)		(133,000)
Effect of change in tax rate		160,000		(202,000)
Share issue costs and other		15,000		(204,000)
Change in unrecognized deferred tax assets		316,000		539,000
Total income tax (recovery) expense	**$**	**-**	**$**	**-**

(Expressed in Canadian dollars)

12. INCOME TAXES (Continued)

Details of the Company's deferred tax assets and liabilities are as follows:

	2019	2018
Non-capital loss carry forwards	$ 3,633,000	$ 3,455,000
Share issuance costs and other	(14,000)	(152,000)
Exploration and evaluation assets	2,224,000	2,224,000
Unrecognized deferred tax asset	(5,843,000)	(5,527,000)
Net deferred tax assets / (liabilities)	**$ -**	**$ -**

At July 31, 2019, the Company has non-capital losses of $13,503,066 (2018: $12,796,425) expiring in various amounts from 2019 to 2038, which are available for deduction against future income for tax purposes. The potential benefits of these carry-forward non-capital losses and deductible temporary differences has not been recognized in these financial statements as it is not considered probable that sufficient future taxable profit will allow the deferred tax asset to be recorded.

13. SUBSEQUENT EVENTS

(a) Subsequent to July 31, 2019, the Company closed the second tranche of its previously announced non-brokered private placement and issued 2,168,870 units for gross proceeds of $216,887. 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.

(b) Subsequent to July 31, 2019, the Company closed the first tranche of an addtional 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.

(c) Subsequent to July 31, 2019, the Company issued 2,036,875 units to settle $244,425 of debt. Each unit was at $0.12 and consists of one common share and one common share purchase warrant exercisable for 2 years and priced at $0.15.

(d) Subsequent to year end the Company monetized the Ana Sofia crushing and ancillary equipment located in Argentina. Gross proceeds for all processing plant and equipment is US$180,000 and is to be received over an 18 month period commencing in December 2019. Refer to note 4 for further details.

CENTURION
MINERALS LTD

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE YEAR ENDED JULY 31, 2019

INTRODUCTION

The following management's discussion and analysis ("MD&A") of the financial condition and results of operations of Centurion Minerals Ltd. (the "Company") constitutes management's review of the factors that affected the Company's financial and operating performance for the year ended July 31, 2019. 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 year ended July 31, 2019 and 2018, 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 year 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 or on the Company's website at www.centurionminerals.com.

The effective date of this report is November 25, 2019.

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.).

As at the date of this MD&A the Company was continuing due diligence on several cannabis-related assets and opportunities in Uruguay, Argentina, Paraguay and Peru. 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.

MINERAL PROPERTIES

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 and 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.

Ana Sofia Pilot Plant

During the year ended July 31, 2019, the Pilot Plant had produced NIL tonnes (2018 - 765 tonnes) of agri-gypsum, however, the Company generated $4,209 (2018 - $72,026) in revenue selling gypsum from inventory. During 2019 and 2018, the revenue has been presented on the statement of comprehensive loss. As at July 31, 2019 the Pilot Plant also had 1,261 (2018 - 1,353) tonnes of finished goods available for sale and 238 (2018 - 238) tonnes of stockpiled material extracted and ready for final processing.

SELECTED ANNUAL INFORMATION

	July 31, 2019	July 31, 2018	July 31, 2017
Financial results			
Net loss for the year	$ (1,799,378)	$ (500,065)	$ (1,368,749)
Comprehensive loss for the year	(1,799,378)	(500,065)	(1,368,749)
Basic and diluted loss per share	(0.13)	(0.04)	(0.03)
Statement of financial position data			
Cash and short term deposits	335,235	3,847	20,350
Property, plant and equipment	-	710,921	711,829
Total assets	655,899	1,051,005	1,033,447
Shareholders' deficiency	$ (603,442)	$ (523,789)	$ (142,348)

SELECTED QUARTERLY RESULTS FROM STATEMENTS OF FINANCIAL POSITION AND COMPREHENSIVE LOSS

	July 31, 2019	April 30, 2019	January 31, 2019	October 31, 2018
Net loss for the period	$ (1,593,668)	$ (94,288)	$ (82,109)	$ (29,313)
Comprehensive loss for the period	(1,593,668)	(94,288)	(82,109)	(29,313)
Basic and diluted loss per share	(0.09)	-	-	-
Balance Sheet Data				
Cash	335,235	3,856	4,622	6,255
Property plant and equipment	-	710,410	710,580	710,751
Total assets	655,899	1,131,173	1,142,943	1,113,023
Shareholders' equity (deficiency)	$ (603,442)	$ (465,881)	$ (371,593)	$ (386,102)

	July 31, 2018	April 30, 2018	January 31, 2018	October 31, 2017
Net income (loss for the period)	$ (156,451)	$ (121,294)	$ (84,402)	$ (137,918)
Comprehensive loss for the period	(156,451)	(121,294)	(84,402)	(137,918)
Basic and diluted loss per share	(0.01)	-	-	-
Balance Sheet Data				
Cash	3,847	2,473	5,989	492
Property plant and equipment	710,921	709,934	710,556	706,842
Total assets	1,051,055	1,074,170	1,069,733	1,031,247
Shareholders' equity (deficiency)	$ (523,789)	$ (388,595)	$ (267,294)	$ (182,892)

The Company has declared no dividends for any period presented.

RESULTS OF OPERATION

Year ended July 31, 2019 compared to July 31, 2018

The Company had a net loss and comprehensive loss of $1,799,378 versus $500,065 in the comparative period, being an increase of $1,299,313, or 260%.

The following expenses decreased during the year ended July 31, 2019: Accounting expenses (2019: $70,500, 2018: $122,669), Depreciation costs (2019: $682, 2018: $908), Filing fees & communications (2019: $52,005, 2018: $59,721), Financing costs (2019: $82,898, 2018: $116,067), Legal (2019: $7,264, 2018: $45,371), and Travel costs (2019: $24,110, 2018: $26,430).

The following expenses increased during the year ended July 31, 2019: Administration (2019: $133,000, 2018: $108,000), Consulting (2019: $255,500, 2018: $14,300), General exploration expenditures (2019: $68,630, 2018: $38,157), Insurance costs (2019: $2,166, 2018: $871), Office & miscellaneous (2019: $29,807, 2018: $12,431), Telephone costs (2019: $7,503, 2018: $2,063), and Wages (2019: $34,650, 2018: $4,950).

During the year ended July 31, 2019, the Company recorded an impairment provision in the amount of $334,416 (2018: $NIL) pursuant to Demetra's advances and ongoing costs associated with the Ana Sofia Agri-Gypsum Project following completion of construction. The Company also recorded an impairment provision in the amount of $194,529 (2018: $NIL) pursuant to DFSA's ongoing costs associated with the Ana Sofia Agri-Gypsum Project following completion of construction.

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 Company is still operating the equipment, the sale of the property, plant and equipment is not considered a discontinued operation.

LIQUIDITY

As at July 31, 2019, Centurion had a working capital deficiency of $603,442, which included a cash balance of $335,235.

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.

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.

CAPITAL RESOURCES

The Company has operations that generate nominal cash flow, however, the Company continues to be dependent on the placement of our common shares to raise capital.

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 and exploration of its mineral properties and support any expansion plans;
d) Allow flexibility to investment in other mineral 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' equity. As at July 31, 2019, 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 year ended July 31, 2019.

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 higher degrees 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. 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.

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 of the audited Financial Statements.

STANDARDS, AMENDMENTS AND INTERPRETATONS NOT YET EFFECTIVE

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 year ended July 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 period ended July 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.

- 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.

RELATED PARTY TRANSACTIONS

The following is a summary of the Company's related party transactions for the year ended July 31, 2019:

(a) (i) Management Services Agreements

Total fees of $108,000 (2018: $108,000) were paid or accrued to a company owned by David Tafel, a director of the Company, for administration services outside of his capacity as a director.

(ii) Legal Fees

The Company paid or accrued legal fees of $23,490 (2018: $34,417) to a law firm of which a director of the Company, Kenneth Cawkell, is a partner.

(iii) Accounting Fees

The Company paid or accrued accounting fees of $30,000 (2018: $18,000) to a company owned by Jeremy Wright, an officer of the Company.

(iv) Consulting Fees

The Company received other income of $NIL (2018: $25,000) from a company with common directors.

(b) Due to/from Directors and Officers

A total of $161,539 (2018: $287,286) is due to directors, officers, companies controlled by officers and directors of the Company.

A total of $82,878 (2018: $144,516) in legal fees is due to a law firm of which a director, Kenneth Cawkell, is a partner.

A total of $NIL (2018: $64,500) is due to Portofino Resources Inc. pursuant to a loan with no interest and payable on demand. Additionally, a total of $45,675 (2018: $48,290) 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 $NIL (2018: $153,900) is due from Demetra pursuant to advances and ongoing costs associated with the Ana Sofia Agri-Gypsum Project following completion of construction. During the year-ended July 31, 2019, the Company recorded an impairment provision in the amount of $334,416 (2018: $NIL).

A total of $NIL (2018: $141,824) is due from DFSA pursuant to ongoing costs associated with the Ana Sofia Agri-Gypsum Project following completion of construction. During the year-ended July 31, 2019, the Company recorded an impairment provision in the amount of $194,529 (2018: $NIL).

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	$	108,000	$	108,000
Accounting		30,000		18,000
	$	138,000	$	126,000

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

OFF BALANCE SHEET ARRANGEMENTS

During the year-ended July 31, 2019 the Company did not have any off balance sheet arrangements (2018: $NIL).

OUTSTANDING SHARE DATA

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

At the time of consolidation, the Company had 82,267,924 common shares issued and outstanding, resulting in approximately 13,711,298 post consolidation shares outstanding based on 1 post-consolidation common share for every 6 pre-consolidation common shares. The number of stock options and warrants and related exercise prices has been adjusted in accordance with the consolidation ratio.

As of the date of this MD&A, the Company has 33,639,473 common shares issued and outstanding; 22,580,909 share purchase warrants and 416,667 share options convertible into common shares.

See note 7 and 8 in the Financial Statements for further details.

RISK MANAGEMENT, CAPITAL MANAGEMENT AND FINANCIAL INSTRUMENTS

Details of Risk Management, Capital Management and Financial Instruments are disclosed in note 3 to the financial statements.

Risks and Uncertainties

Liquidity and Additional Financing

The Company has limited financial resources and revenues. There can be no assurance that additional funding will be available to it for further exploration and development of its projects or to fulfill its obligations under applicable agreements. Although the Company has been successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could cause the Company to reduce or terminate its operations.

Regulatory Requirements

Even if the Company's properties are proven to host economic reserves factors such as governmental expropriation or regulation may prevent or restrict mining of any such deposits. Exploration and mining activities may be affected in varying degrees by government policies and regulations relating to the mining industry. Any changes in regulations or shifts in political conditions are beyond the control of the Company and may adversely affect its business. Operations may be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, income taxes, expropriation of property, environmental legislation and mine safety.

Nature of Mineral Exploration and Mining

At the present time, the Company does not hold any interest in a mining property in commercial production. The Company's viability and potential success relies on its ability to discover, develop, exploit and generate revenue out of mineral deposits. Mineral exploration and development involves a high degree of risk and few properties, which are explored, are ultimately developed into producing mines. The profitability of the Company's operations will be in part directly related to the cost and success of its exploration programs, if any, which may be affected by a number of factors beyond the Company's control. Mineral exploration involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of diamond, precious and non-precious metals, any of which could result in work stoppages, damage to the property, and possible environmental damage. Hazards such as unusual or unexpected formations and other conditions such as formation pressures, fires, power outages, labour disruptions, flooding, explorations, cave-ins, landslides and the inability to obtain suitable adequate machinery, equipment or labour are involved in mineral exploration, development and operation. The Company may become subject to liability for pollution, cave-ins or hazards against which it cannot insure or against which it may elect not to insure. The payment of such liabilities may have a material, adverse effect on the financial position of the Company.

RISK MANAGEMENT, CAPITAL MANAGEMENT AND FINANCIAL INSTRUMENTS (CONTINUED)

Risks and Uncertainties (Continued)

The Company will continue to rely upon consultants and others for exploration and development expertise. Substantial expenditures are required to determine if mineralization reserves exist through drilling, to develop processes to extract the precious and non-precious metals from the mineralization and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis or at all.

The economics of developing mineral properties are affected by many factors including the cost of operations, variations in the grade of mineralization mined, fluctuations in markets, costs of processing equipment and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection. The remoteness and restrictions on access to any properties in which the Company has or may have an interest may have an adverse effect on profitability in that infrastructure costs will be higher.

Uninsurable Risks

In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. It is not always possible to fully insure against such risks and the Company may decide not to take out insurance against such risks as a result of high premiums or for other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and cause insolvency and/or a decline in the value of the securities of the Company.

No Assurance of Title to Properties

The acquisition of title to mineral projects is a very detailed and time-consuming process. Although the Company has taken precautions to ensure that legal title to its property interests is properly recorded in the name of the Company where possible, there can be no assurance that such title will ultimately be secured. Furthermore, there is no assurance that the interest of the Company in any of its properties may not be challenged or impugned.

Permits and Licenses

The operations of the Company may require licenses and permits from various governmental authorities. The company believes that it presently holds all necessary licences and permits to carry on with its current activities under applicable laws and regulations and the Company believes it is currently complying in all material respects with the terms of such laws and regulations. However, such laws and regulations are subject to change. There can be no assurance that the Company will be able to obtain all necessary licenses and permits that may be required to carry out exploration, development and mining operations at its projects.

Competition

The mineral exploitation industry is intensely competitive in all its phases. The Company competes with many companies possessing greater financial resources and technical facilities than itself for the acquisition of mineral properties, claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees. In addition, there is no assurance that even if commercial quantities of minerals are discovered, a ready market will exist for their sale. Factors beyond the control of the Company may affect the marketability of any minerals discovered. These factors include market fluctuations, the proximity and capacity of natural resource markets and processing equipment, government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital or losing its invested capital.

RISK MANAGEMENT, CAPITAL MANAGEMENT AND FINANCIAL INSTRUMENTS (CONTINUED)

Risks and Uncertainties (Continued)

Environmental Regulations

The Company's operations are subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for noncompliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees.

The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations.

Infrastructure

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important requirements, which affect capital and operating costs. Unusual or infrequent weather, phenomena, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect the Company's operations.

Fluctuating Prices

Factors beyond the control of the Company may affect the marketability of agri-gypsum. The price of agri-gypsum fluctuates, particularly in recent years, and is affected by numerous factors beyond the Company's control including international economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates, consumption patterns, weather events, and increased production due to new mine developments and improved mining and production methods.

The effect of these factors on the price of agri-gypsum cannot be assured and therefore the economic viability of any of the Company's projects cannot be accurately predicted.

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.

SUBSEQUENT EVENTS

Please refer to note 13 of the audited financial statements.

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 thing 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.