



TSX-V: CTM

Condensed Consolidated Interim Financial Statements

For the Nine Months Ended

September 30, 2018

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

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

The accompanying unaudited interim consolidated financial statements of Canterra Minerals Corporation (the "Company") have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

CANTERRA MINERALS CORPORATION

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION (Unaudited)

(Expressed in Canadian Dollars)

	<u>September 30, 2018</u>	<u>December 31, 2017</u>
ASSETS		
Current		
Cash	\$ 17,900	\$ 31,283
Marketable securities (Note 3)	1,035	2,998
Receivables	<u>13,605</u>	<u>22,974</u>
	<u>32,540</u>	<u>57,255</u>
Land use deposits	4,000	4,000
Mineral properties (Note 4)	<u>-</u>	<u>50,500</u>
	\$ <u><u>36,540</u></u>	\$ <u><u>111,755</u></u>
LIABILITIES AND SHAREHOLDERS' DEFICIENCY		
Current liabilities		
Accounts payable and accrued liabilities (Note 5)	\$ <u>752,749</u>	\$ <u>627,347</u>
	<u>752,749</u>	<u>627,347</u>
Shareholders' deficit		
Share capital (Note 6)	106,018,123	106,016,123
Reserves (Note 6)	85,026	147,381
Deficit	<u>(106,819,358)</u>	<u>(106,679,096)</u>
	<u>(716,209)</u>	<u>(515,592)</u>
	\$ <u><u>36,540</u></u>	\$ <u><u>111,755</u></u>

Nature and continuance of operations (Note 1)**Subsequent event** (Note 7)

Approved and authorized by the Board on November 23, 2018

"Randy Turner"

Randy C. Turner, Director

"James Eccott"

James Eccott, Director

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

CANTERRA MINERALS CORPORATION

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS (Unaudited)

(Expressed in Canadian Dollars)

	Three Months Ended September 30, 2018	Three Months Ended September 30, 2017	Nine Months Ended September 30, 2018	Nine Months Ended September 30, 2017
Expenses				
Business development	\$ 522	\$ 495	\$ 982	\$ 1205
Insurance	-	-	-	489
Legal, audit and accounting	171	3,714	8,252	14,471
Management fees (Note 5)	10,719	27,450	72,406	84,300
Office and miscellaneous	2,815	7,618	5,067	23,134
Regulatory and transfer agent fees	2,464	(424)	19,366	10,583
Rent (Note 5)	4,500	10,500	13,500	31,500
Wages and benefits	264	3,643	8,833	10,086
Exploration expenditures (Note 4)	6,907	26,886	22,261	73,408
	<u>(28,362)</u>	<u>(79,882)</u>	<u>(150,667)</u>	<u>(249,176)</u>
Interest income	-	-	62	-
Unrealized (loss)/gain on marketable securities	(1,725)	(3,190)	(362)	3,780
Realized (loss)/gain on marketable securities	-	3,077	850	2,371
Write-down of mineral properties (Note 7)	(52,500)	-	(52,500)	-
	<u>(54,225)</u>	<u>(113)</u>	<u>(51,950)</u>	<u>6,151</u>
Loss and comprehensive loss for the period	\$ <u>(82,587)</u>	\$ <u>(79,996)</u>	\$ <u>(202,617)</u>	\$ <u>(243,025)</u>
Basic and diluted loss per common share	\$ <u>(0.00)</u>	\$ <u>(0.00)</u>	\$ <u>(0.00)</u>	\$ <u>(0.00)</u>
Weighted average number of common shares outstanding	84,592,632	84,581,807	84,507,292	84,424,875

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

CANTERRA MINERALS CORPORATION

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS (Unaudited)

(Expressed in Canadian Dollars)

	Nine Months Ended September 30, 2018	Nine Months Ended September 30, 2017
Cash flows from operating activities		
Loss for the period	\$ (202,617)	\$ (243,025)
Items not affecting cash:		
Realized gain on marketable securities	(850)	(2,371)
Unrealized loss/(gain) on marketable securities	362	(3,780)
Write-down of mineral properties	52,500	-
Changes in non-cash working capital items:		
Decrease/(increase) in receivables	9,369	(6,105)
Increase in accounts payable and accrued liabilities	75,403	177,786
Net cash used in operating activities	<u>(65,833)</u>	<u>(77,495)</u>
Cash flows from investing activities		
Proceeds on sale of marketable securities	2,450	30,771
Net cash provided by investing activities	<u>2,450</u>	<u>30,771</u>
Cash flows from financing activities		
Proceeds received from related party (Note 5)	50,000	50,000
Net cash provided by financing activities	<u>50,000</u>	<u>50,000</u>
Change in cash during the period	(13,383)	3,276
Cash, beginning of the period	31,283	44,857
Cash, end of the period	\$ <u>17,900</u>	\$ <u>48,133</u>

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

CANTERRA MINERALS CORPORATION**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICIENCY) (Unaudited)**
(Expressed in Canadian Dollars)

	<u>Share Capital</u>				
	<u>Number</u>	<u>Amount</u>	<u>Reserves</u>	<u>Deficit</u>	<u>Total</u>
Balance, December 31, 2016	84,395,937	\$ 106,012,623	\$ 156,367	\$ (106,085,450)	\$ 83,540
Issued for mineral properties	100,000	3,500	-	-	3,500
Loss for the period	-	-	-	(243,025)	(243,025)
Balance, September 30, 2017	84,495,937	\$ 106,016,123	\$ 156,367	\$ (106,328,475)	\$ (155,985)
Reserves transferred on expired options (Note 6d)	-	-	(8,986)	8,986	-
Loss for the period	-	-	-	(359,607)	(359,607)
Balance, December 31, 2017	84,495,937	\$ 106,016,123	\$ 147,381	\$ (106,679,096)	\$ (515,592)
Issued for mineral properties	100,000	2,000	-	-	2,000
Reserves transferred on expired options (Note 6d)	-	-	(62,355)	62,355	-
Loss for the period	-	-	-	(202,617)	(202,617)
Balance, September 30, 2018	<u>84,595,937</u>	<u>\$ 106,018,123</u>	<u>\$ 85,026</u>	<u>\$ (106,819,358)</u>	<u>\$ (716,209)</u>

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

CANTERRA MINERALS CORPORATION

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended September 30, 2018 (Expressed in Canadian Dollars)

1. NATURE AND CONTINUANCE OF OPERATIONS

Canterra Minerals Corporation (the “Company”) is incorporated under the Business Corporations Act, British Columbia and is considered to be in the exploration stage with respect to its mineral properties. Based on the information available to date, the Company has not yet determined whether its mineral properties contain ore reserves.

The Company’s head office and principal address is 1020 – 625 Howe Street, Vancouver, British Columbia, Canada, V6C 2T6. The Company’s registered and records office is 2300 – 550 Burrard Street, Vancouver, British Columbia, Canada, V6C 2B5.

These condensed consolidated interim financial statements have been prepared by management on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Company has incurred ongoing losses and has no source of recurring revenue. These material uncertainties may cast significant doubt upon the Company’s ability to continue as a going concern. A number of alternatives including, but not limited to selling an interest in one or more of its properties, monetizing marketable securities or completing a financing, are being evaluated with the objective of funding ongoing activities and obtaining additional working capital. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future and repay its liabilities arising from normal business operations as they become due.

The recovery of the amounts comprised in mineral properties is dependent upon the confirmation of economically recoverable reserves, the ability of the Company to obtain necessary financing to successfully complete their exploration and development, and upon future profitable production.

The condensed consolidated interim financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

2. BASIS OF PREPARATION

Statement of Compliance

These condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standards (“IAS”) 34, “Interim Financial Reporting” on a basis consistent with the accounting policies disclosed in the audited consolidated financial statements for the fiscal year ended December 31, 2017.

These condensed consolidated interim financial statements should be read in conjunction with the most recently issued audited consolidated financial statements, which include information necessary or useful to understanding the Company’s business and financial statement presentation. In particular, the Company’s significant accounting policies which were presented in Note 3 to the Consolidated Financial Statements for the fiscal year ended December 31, 2017 and have been consistently applied in the preparation of the Company’s consolidated interim financial statements.

The Company’s condensed consolidated interim financial statements are unaudited. Financial information in this report reflects any adjustments (consisting of normal recurring adjustments) that are, in the opinion of management, necessary to a fair presentation of results for the interim periods in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board.

CANTERRA MINERALS CORPORATION

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended September 30, 2018 (Expressed in Canadian Dollars)

3. MARKETABLE SECURITIES

As at September 30, 2018 the Company holds the following common shares of public companies listed on the TSX Venture Exchange:

	September 30, 2018		December 31, 2017	
	# of shares	Value	# of shares	Value
Margaret Lake Diamonds Inc.	34,500	1,035	54,500	2,998
		\$ 1,035		\$ 2,998

4. MINERAL PROPERTIES

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

The Company holds interest in various mineral claims located in Canada, the acquisition costs of which are as follows:

	September 30, 2018	December 31, 2017
Northwest Territories, Canada		
Hilltop/Cache Property	\$ -	\$ -
<i>A 100% interest/An 80% interest. During fiscal 2017, the Company wrote-down acquisition costs of \$290,232 associated with this property.</i>		
King Property	-	-
<i>A 100% interest. During fiscal 2015, the Company wrote-down acquisition costs of \$80,588 associated to this property.</i>		
Marlin Property	-	-
<i>A 100% interest. (Note 4a)</i>		
Rex Property	-	-
<i>A 100% Interest. During fiscal 2017, the Company wrote-down acquisition costs of \$37,721 associated with this property.</i>		
CL25 Property	-	50,500
<i>On September 5, 2018, the option agreement with Mr. Magrum was terminated and the Company wrote-down acquisition costs of \$52,500 associated with this property. (Note 4b)</i>		
Alberta Canada		
Buffalo Hills Property	-	-
<i>A 33% interest. During fiscal 2013, the Company wrote-down acquisition costs of \$8,278,519 associated with this property.</i>		
Saskatchewan, Canada		
West Carswell Property (Note 4c)	-	-
Total Mineral Properties	\$ -	\$ 50,500

CANTERRA MINERALS CORPORATION

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended September 30, 2018 (Expressed in Canadian Dollars)

4. MINERAL PROPERTIES *(continued)*

- a) During fiscal 2014, the Company entered into an option agreement with Margaret Lake Diamonds (“MLD”) granting MLD the right to acquire up to a 49% interest in the Marlin Property. To acquire an initial 30% interest, MLD was required to make cash payments of \$80,000 (\$60,000 received to date), issue 300,000 common shares (300,000 received to date at a value of \$44,000) and incur \$1,000,000 in exploration expenditures. During fiscal 2016, the option agreement with MLD was terminated.
- b) On June 17, 2016, the Company entered into an Option and Joint Venture Agreement with Mr. Michael Magrum (“Magrum”) to acquire up to a 70% interest in the CL-25 Property. Pursuant to the agreement, the Company can acquire a 60% interest in the CL-25 Property by making a cash payment of \$35,000 (paid), issue 400,000 shares (400,000 issued to date with an aggregate value of \$17,500) and incur \$1,000,000 in exploration expenditures (\$7,393 incurred to date) by June 27, 2019. On August 30, 2018, the Company issued 100,000 common shares with aggregate value of \$2,000 pursuant to the agreement. On September 5, 2018, the Option and Joint Venture Agreement with Mr. Michael Magrum was formally terminated, and the Company wrote-down acquisition costs of \$52,500 associated with this property.
- c) On August 16, 2016 the Company entered into a Property Option and Joint Venture Agreement with CanAlaska Uranium Ltd. (“CanAlaska”) to acquire up to a 70% interest in the West Carswell Property. Pursuant to the agreement, the Company can acquire a 50% interest in the West Carswell Property by making staged cash payments totalling \$100,000 (\$30,000 paid to date), issuing 2,000,000 million shares (2,000,000 issued to date with an aggregate value of \$160,000) and incurring \$1,000,000 in exploration expenditures (\$73,525 incurred to date) by August 16, 2019. During fiscal 2016, the Company wrote-down acquisition costs of \$190,000 associated with this property. On May 10, 2017 the Property Option and Joint Venture Agreement with CanAlaska was formally terminated.

CANTERRA MINERALS CORPORATION

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended September 30, 2018 (Expressed in Canadian Dollars)

4. MINERAL PROPERTIES (continued)

d) During the nine months ended September 30, 2018, the Company incurred exploration expenditures as follows:

	Geology & Geophysics	Field Sampling	Drilling	Land Use & Tenure	Data Evaluation	Mineralogy	Safety & Reclamation	Recoveries	Total for the period
ALBERTA									
Buffalo Hills	\$ 5,404	\$ -	\$ -	\$ 6,725	\$ -	\$ -	\$ -	\$ -	\$ 12,129
NWT									
Hilltop/Cache	-	-	-	-	-	-	-	-	-
King	4,272	-	-	5,132	-	-	-	-	9,404
Marlin	-	-	-	-	-	-	-	-	-
Prism	-	-	-	-	-	-	-	-	-
CL-25	-	-	-	-	-	-	-	-	-
ONTARIO									
Other	449	-	-	279	-	-	-	-	728
Reconnaissance	-	-	-	-	-	-	-	-	-
SASKATCHEWAN									
West Carswell	-	-	-	-	-	-	-	-	-
NUNAVUT									
Reconnaissance	-	-	-	-	-	-	-	-	-
	\$ 10,125	\$ -	\$ -	\$ 12,136	\$ -	\$ -	\$ -	\$ -	\$ 22,261

During the nine months ended September 30, 2017, the Company incurred exploration expenditures as follows:

	Geology & Geophysics	Field Sampling	Drilling	Land Use & Tenure	Data Evaluation	Mineralogy	Safety & Reclamation	Recoveries	Total for the period
ALBERTA									
Buffalo Hills	\$ 22,342	\$ -	\$ -	\$ 17,647	\$ -	\$ -	\$ -	\$ -	\$ 39,989
NWT									
Hilltop/Cache	4,847	-	-	-	-	-	-	-	4,847
King	1,118	-	-	5,174	-	-	-	-	6,292
Marlin	3,554	-	-	-	-	-	-	-	3,554
Prism	3,608	-	-	-	-	-	-	-	3,608
ONTARIO									
Other	8,425	-	-	607	-	-	-	-	9,032
Reconnaissance	4,524	-	-	-	-	-	-	-	4,524
SASKATCHEWAN									
West Carswell	808	-	-	-	-	-	-	-	808
NUNAVUT									
Reconnaissance	754	-	-	-	-	-	-	-	754
	\$ 49,980	\$ -	\$ -	\$ 23,428	\$ -	\$ -	\$ -	\$ -	\$ 73,408

CANTERRA MINERALS CORPORATION

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended September 30, 2018 (Expressed in Canadian Dollars)

5. RELATED PARTY TRANSACTIONS

These consolidated financial statements include the financial statements of Canterra Minerals Corporation and its subsidiaries listed in the following table:

Name of Subsidiary	Country of Incorporation	Ownership	Principal Activity
Triex Minerals Corporation	British Columbia, Canada	100%	Holding company
Triex Minerals (US) Inc.	Nevada, USA	100%	Inactive

Key Management Personnel

Key management personnel include those persons having authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has determined that key management personnel consists of executive and non-executive members of the Company's Board of Directors and corporate officers, including the Company's Chief Executive Officer and Chief Financial Officer.

Compensation paid or payable to key management personnel for services rendered are as follows:

	Nine months ended September 30, 2018	Nine months ended September 30, 2017
Management fees	\$ 72,406	\$ 84,350
Geological consulting fees	10,125	13,500
Total	\$ 82,531	\$ 97,850

Amounts paid or payable to companies with officers and/or directors in common are as follows:

	Nine months ended September 30, 2018	Nine months ended September 30, 2017
Rent	\$ 13,500	\$ 31,500
Accounting, investor relations, geology & other	10,147	102,589
Total	\$ 23,647	\$ 134,089

Included in accounts payable and accrued liabilities at September 30, 2018 is \$752,203 (December 31, 2017 - \$606,175) due to companies with common directors and/or officers. During the nine months ended September 30, 2018, the Company received \$50,000 (September 30, 2017 - \$50,000) from Rand Explorations Ltd.

6. SHARE CAPITAL AND RESERVES

a) Authorized share capital

The authorized share capital of the Company is an unlimited number of common shares without par value and an unlimited number of preferred shares without par value. All issued shares, consisting only of common shares are fully paid.

CANTERRA MINERALS CORPORATION

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended September 30, 2018 (Expressed in Canadian Dollars)

6. SHARE CAPITAL AND RESERVES *(continued)*

b) Issued share capital

During the nine months ended September 30, 2018 the Company issued 100,000 common shares with an aggregate value of \$2,000 as consideration towards the option agreement for CL-25 property.

During the year ended December 31, 2017 the Company issued 100,000 common shares with an aggregate value of \$3,500 as consideration towards the option agreement for CL-25 property.

d) Stock options

The Company has an incentive stock option plan in place under which it is authorized to grant options to directors and employees to acquire up to 10% of the Company's issued and outstanding common shares. Under the plan, the exercise price of each option may not be less than the market price of the Company's stock as calculated on the date of grant less the applicable discount. The options can be granted for a maximum term of 10 years and vesting periods are determined by the Board of Directors.

As at September 30, 2018, the Company had outstanding stock options, enabling the holders to acquire further common shares as follows:

Number of Options	Exercise Price	Expiry Date
470,000	\$0.15	August 14, 2019
1,745,000	\$0.08	May 2, 2021
2,215,000		

Stock option transactions are summarized as follows:

	September 30, 2018		December 31, 2017	
	Number of Options	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
Balance, beginning of the period	4,070,000	\$ 0.10	4,295,000	\$ 0.10
Expired/cancelled	(1,855,000)	\$ 0.10	(225,000)	\$ 0.11
Balance, end of the period	2,215,000	\$ 0.09	4,070,000	\$ 0.10
Options exercisable, end of the period	2,215,000	\$ 0.09	4,070,000	\$ 0.10

CANTERRA MINERALS CORPORATION

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended September 30, 2018 (Expressed in Canadian Dollars)

6. SHARE CAPITAL AND RESERVES *(continued)*

e) Warrants

As at September 30, 2018 the Company had outstanding share purchase warrants, enabling the holders to acquire further shares as follows:

Number of Warrants	Exercise Price	Expiry Date
8,107,143	\$0.10	July 29, 2019*
8,107,143		

(*) On July 10, 2018 the Company received TSX Venture Exchange approval to extend the expiry date of 8,107,143 outstanding share purchase warrants from July 29, 2018 to July 29, 2019. The Company received initial TSX Venture Exchange approval to extend the expiry date from July 29, 2016 to July 29, 2017 on June 27, 2016, and subsequent approval to extend the expiry date from July 29, 2017 to July 29, 2018 on July 6, 2017. No value was attributed to the warrant extension.

Share purchase warrant transactions were as follows:

	September 30, 2018		December 31, 2017	
	Number of Warrants	Weighted Average Exercise Price	Number of Warrants	Weighted Average Exercise Price
Balance, beginning of the period	8,107,143	\$0.10	11,817,465	\$0.10
Expired/cancelled	-	-	(3,710,322)	\$0.09
Balance, end of the period	8,107,143	\$0.10	8,107,143	\$0.10
Warrants exercisable, end of the period	8,107,143	\$0.10	8,107,143	\$0.10

7. SUBSEQUENT EVENT

On October 2, 2018, the Company and Independence Gold Corp., a company with common directors and/or officers, entered into a debt settlement agreement whereby the Company issued 3,468,933 common shares to Independence Gold Corp. for \$173,447 of debt. As part of the debt settlement agreement, Independence Gold also forgave \$96,836 of debt owed by the Company.

On October 2, 2018, the Company and Rand Explorations Ltd., a company with a common director and/or officer, entered into a debt settlement agreement whereby the Company issued 1,800,000 common shares to Independence Gold Corp. for \$90,000 of debt. As part of the debt settlement agreement, Rand Explorations Ltd. also forgave \$255,000 of debt owed by the Company.