

TSX-V: CTM

Condensed Consolidated Interim Financial Statements

For the Three Months Ended

March 31, 2024

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.

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION (Unaudited) (Expressed in Canadian Dollars)

ASSETS	-	March 31 2024	<u>-</u>	December 31 2023
Current				
Cash	\$	1,119,669	\$	1,821,239
Marketable securities (Note 3)		121		121
Receivables		71,655		19,048
Prepaid expenses	_	13,010	-	60,917
	-	1,204,455	-	1,901,325
Land use deposits		4,000		4,000
Mineral Properties (Note 4)		15,950,460		15,958,134
	\$_	17,158,915	\$	17,863,459
LIABILITIES AND SHAREHOLDERS' EQUITY				
Current liabilities				
Accounts payable and accrued liabilities (Note 5)	\$	499,553	\$	279,044
	_	499,553	-	279,044
Shareholders' equity				
Share capital (Note 6)		120,159,219		120,169,273
Reserves (Note 6)		11,999,313		11,698,235
Deficit		(115,499,170)		(114,283,093)
	_	16,659,362	-	17,584,415
	\$ <u>-</u>	17,158,915	\$	17,863,459
Nature and continuance of operations (Note 1) Subsequent events (Note 7)				

Approved and authorized by the Board on May 27, 2024

"Chris Pennimpede"

Chris Pennimpede, CEO & Director

"Andrew Farncomb"

Andrew Farncomb, Director

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS (Unaudited) (Expressed in Canadian Dollars)

-		-	Three Months Ended March 31 2024		Three Months Ended March 31 2023
Expenses	Business development	\$	33,167	\$	1,078
	Insurance	Ş	4,660	ç	5,219
	Legal, audit and accounting		4,000 25,001		616
	Consulting fees (Note 5)		108,600		18,000
	Office and miscellaneous		3,451		29,560
	Regulatory and transfer agent fees		11,929		8,260
	Rent (Note 5)		6,567		4,020
	Share-based compensation (Note 6)		301,078		-
	Wages and benefits		73,277		24,937
	Exploration expenditures (Note 4)		650,918		19,091
		-	(1,218,648)		(110,781)
		-	(_//		()
Interest in	icome		13,556		2
Write-dov	vn of mineral properties		(10,985)		-
	• •	-	2,571		2
		-			
Loss and c	comprehensive loss for the period	\$ _	(1,216,077)	\$	(110,779)
Basic and	diluted loss per common share	\$ _	(0.01)	\$	(0.00)
Weighted	average number of common shares outstanding		148,815,125		77,053,772

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS (Unaudited)

(Expressed in Canadian Dollars)

		Three Months Ended March 31 2024		Three Months Ended March 31 2023
Cash flows used in operating activities	-		-	
Loss for the period	\$	(1,216,077)	\$	(110,779)
Items not affecting cash:				
Share-based compensation (Note 6c)		301,078		-
Write-down of mineral properties		10,985		-
Changes in non-cash working capital items:				
(Increase)/decrease in receivables		(52,606)		11,822
Decrease / (increase) in prepaid expenses		47,907		(14,570)
Decrease / (increase) in accounts payable and				
accrued liabilities	_	220,508	_	(210,420)
Net cash used in operating activities	-	(688,205)	-	(323,947)
Cash flows used in investing activities				
Acquisition of mineral properties		(3,311)		-
Net cash used in investing activities	-	(3,311)	_	-
Cash flows used financing activities				
Share issuance costs		(10,054)		-
Net cash used in financing activities	-	(10,054)	-	
Change in cash during the period		(701,570)		(323,947)
Cash, beginning of the period	-	1,821,239	-	653,679
Cash, end of the period	\$ _	1,119,669	\$	329,732

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (Unaudited) (Expressed in Canadian Dollars)

	Shar	e Ca	pital					
	Number		Amount		Reserves		Deficit	 Total
Balance, December 31, 2022 Reserves transferred on expired options (Note 6c) Loss for the period	77,053,772 -	\$	116,267,566 - -	\$	2,497,594 (261,662) -	\$	(114,553,442) 261,662 (110,779)	\$ 4,211,718 - (110,779)
Balance, March 31, 2023 Issued on private placements Issued for mineral properties Warrants issued on private placement Warrants issued for mineral properties Share issuance costs Share-based compensation Reserves transferred on expired warrants (Note 6d) Loss for the year	77,053,772 46,301,353 25,260,000 - - 200,000 - - - -	\$	116,267,566 2,688,599 1,889,250 (515,611) - (160,531) - -	Ş	2,235,932 - 515,611 9,641,566 65,751 261,432 (1,022,057)	\$	(114,402,559) - - - - - - 1,022,057 (902,591)	\$ 4,100,939 2,688,599 1,889,250 - 9,641,566 (94,780) 261,432 - (902,591)
Balance, December 31, 2023 Share issuance costs Share-based compensation Loss for the period Balance, March 31, 2024	148,815,125 - - 148,815,125	\$ 	120,169,273 (10,054) - - 120,159,219	\$	11,698,235 _ 	\$ \$	(114,283,093) - - (1,216,077) (115,499,170)	\$ 17,584,415 (10,054) 301,078 (1,216,077) 16,659,362

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS For the three months ended March 31, 2024 (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 580 – 625 Howe Street, Vancouver, British Columbia, Canada, V6C 2T6. The Company's registered and records office is 2200 – 885 W Georgia Street, Vancouver, British Columbia, Canada, V6C 3E8.

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 consolidated 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, 2023.

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, 2023 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.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS For the three months ended March 31, 2024 (Expressed in Canadian Dollars)

3. MARKETABLE SECURITIES

As at March 31, 2024 the Company holds the following common shares of public companies listed on the TSX Venture Exchange:

	March 31	, 2024	December 31, 2023		
	# of shares	Value	# of shares	Value	
Margaret Lake Diamonds Inc.	345	121	345	121	
		\$ 121	\$	121	

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:

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the three months ended March 31, 2024 (Expressed in Canadian Dollars)

		March 31, 2024	December 31, 2023
Newfoundland, Canada			
Wilding Lake	\$	2,390,933	\$ 2,401,918
A 100% interest (up to 3.5% NSR)			
Lemarchant		2,038,750	2,038,750
A 100% interest (up to 2.0% NSR)			
Buchans Mine		8,056,871	8,056,871
A 100% interest (up to 3.0% NSR)			
South Tally Pond		1,219,982	1,219,982
A 100% interest			
Tulks South		955,726	955,726
A 100% interest (up to 2.0% NSR on the Boomerang depo	osit)		
Lake Douglas		383,171	383,171
A 100% interest			
Silver Pond		378,767	378,767
A 100% interest			
Tulks North		219,120	215,809
A 100% interest (up to 1.5% NSR on Daniel's Pond deposi and up to 3.0% NSR on the Bobby's Pond deposit)	it		
Gander		211,405	211,405
A 100% interest			
Tulks Hill		88,085	88,085
A 100% interest (up to 3.5% NSR)			-
Ontario, Canada			
Ring of Fire		7,650	7,650
A 100% interest.			
Alberta, Canada			
Buffalo Hills Property A 50% interest. During fiscal 2013, the Company wrote property.	-down acquisitic	- on costs of \$8,278,519 a	- ssociated with this
Total Minaral Propos	rtion 6	15,950,460	¢ 15 059 124
Total Mineral Proper	rties \$	13,330,400	\$ 15,958,134

Newfoundland, Canada

On December 17, 2020, the Company acquired Teton Opportunities Inc. ("Teton"), a private company incorporated under the laws of British Columbia, Canada which held an option agreement with Altius Resources Inc. ("Altius") for the Wilding Lake Project ("Wilding Lake") located in the Province of Newfoundland, Canada. The total purchase price of \$2,042,533 was effected by way of share exchange whereby the Company issued 9,677,250 common shares and 4,398,750 warrants in exchange for all the issued and outstanding securities held by Teton shareholders. Teton is now a wholly owned subsidiary of the Company and the Company satisfied the option agreement to own 100% of the property. The property is subject to a 2% Net Smelter Return ("NSR") payable to Altius and 1.5% NSR payable

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS For the three months ended March 31, 2024 (Expressed in Canadian Dollars)

4. MINERAL PROPERTIES (continued)

to the original property owners. The Company may buyback 1% of the NSR held by the original property owners by payment of \$1,000,000.

On November 15, 2021, the Company completed the previously announced acquisition of mineral rights to four resource staged projects in central Newfoundland, adding 67 km² to the Newfoundland property position. The projects were acquired from NorZinc Ltd. and its affiliate NorZinc-Newfoundland Ltd. ("NorZinc") for \$250,000 in cash and 6,625,000 common shares valued at \$1,788,750.

On April 18, 2022, the Company issued 250,000 shares to Sokoman Minerals Corp. as part of the East Alder agreement, with a fair value of \$60,000. In the second quarter of 2022, the Company staked additional ground at Wilding Lake for \$22,750 and at Noel-Paul for \$2,535.

On April 18, 2023, the Company issued 250,000 shares to Sokoman Minerals Corp. as part of the East Alder agreement, with a fair value of \$15,000, and a further 100,000 shares, with a fair value of \$6,000 on June 27, 2023, as part of an amendment to the East Alder agreement. In the third quarter of 2023, the Company paid holding costs at Noel Paul for \$1,600.

20, 2023, (the On December the Company completed an asset purchase agreement "APA") with Buchans Resources Limited and its subsidiary Buchans Minerals Corporation, whereby various critical and precious metals projects in central Newfoundland were acquired for total consideration of \$11,509,816 consisting of 24,910,000 common shares valued at \$1,868,250 and warrants to acquire 128,554,216 common shares valued at \$9,641,566 (note 10b).

Ontario, Canada

The Company holds 100% interest in the Ring of Fire property which was staked in July 2023 for \$7,650.

Alberta, Canada

On May 11, 2023 the Company increased its interest in the Buffalo Hills property, located in Alberta, Canada, from 33.34% to 50%, due to a Quitclaim, Surrender and Assignment of Interest Agreement signed by Ovintiv Canada ULC.

Northwest Territories, Canada

The Marlin claims lapsed in the first quarter of 2024.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS For the three months ended March 31, 2024 (Expressed in Canadian Dollars)

4. MINERAL PROPERTIES (continued)

During the three months ended March 31, 2024, the Company incurred exploration expenditures as follows:

	&	Geology Geophysics	I	Drilling	-	and Use & Tenure	Ev	Data aluation	Recove	ries	tl	Total for ne period
NEWFOUNDLAND												
Boomerang	\$	2,488	\$	5,920	\$	26,362	\$	-	\$	-	\$	34,770
Buchans		2,550		-		-		33,700		-		36,250
Lemarchant		1,797		377,542		42,781		31,291		-		453,411
Long Lake		59,687		-		2,972		8,484		-		71,143
Tulks		39,879		-		10,131		5,334		-		55,344
	\$	106,401	\$	383,462	\$	82,246	\$	78,809	\$	-	\$	650,918

During the three months ended March 31, 2023, the Company incurred exploration expenditures as follows:

	& Ge	Geology ophysics	Drilli	ng	-	and Use & Tenure	Ev	Data aluation	Recoveries	Total for the period
NEWFOUNDLAND										
Wilding Lake	\$	3,811	\$	-	\$	2,096	\$	15,122	\$ (31,950)	\$ (10,921)
Noel-Paul VMS Projects ALBERTA		-		-		2,096 16,007		4,729 10,089	-	6,825 26,096
Buffalo Hills		-		-		-		-	(6,211)	(6,211)
ONTARIO Ring of Fire		-		-		-		3,302	-	3,302
	\$	3,811	\$	-	\$	20,199	\$	33,242	\$ (38,161)	\$ 19,091

5. RELATED PARTY TRANSACTIONS

These condensed consolidated interim financial statements also include the Company's wholly owned subsidiary, Teton Opportunities Inc. ("Teton").

Key Management Personnel and Directors

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:

	 ree months ended rch 31, 2024	 e months ended h 31, 2023
Consulting fees	\$ 42,000	\$ 18,000
Wages & Benefits	45,964	-
Share-based compensation	94,828	-
Total	\$ 182,792	\$ 18,000

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS For the three months ended March 31, 2024 (Expressed in Canadian Dollars)

5. **RELATED PARTY TRANSACTIONS** (continued)

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

	ee months ended h 31, 2024	ee months ended h 31, 2023
Rent	\$ 4,020	\$ 4,020
Accounting, investor relations & geology	6,000	8,400
Total	\$ 10,020	\$ 12,420

Included in accounts payable and accrued liabilities at March 31, 2024 is \$188,093 (December 31, 2023 - \$153,506) due to companies with common directors and/or officers.

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.

b) Issued share capital

The Company did not issue any common shares during the three months period ended March 31, 2024.

On December 20, 2023, the Company completed a non-brokered private placement and issued 23,670,753 flow-through shares at \$0.065 for gross proceeds of \$1,538,599. The Company paid \$80,460 in finders fees, \$14,320 in legal and filing fees and issued an aggregate of 1,260,945 finder's warrants to arm's length parties valued at \$65,751 (Note 10(d)).

On December 20, 2023, the Company completed a mineral property purchase agreement with Buchans Resources Limited ("BRL"), an arms-length non-listed Reporting Issuer, and its subsidiary Buchans Minerals Corporation. The acquisition of the Properties (the "Acquisition") was a cashless transaction, with the consideration comprising (a) 24,910,000 common shares (the "Consideration Shares") of the Company valued at \$1,868,250, representing an approximate 19.9% ownership interest at closing, and (b) 128,554,216 common share purchase warrants (the "Consideration Warrants") of the Company valued at \$9,641,566 exchangeable for common shares of the Company within two years of closing (subject to extension in certain circumstances), for no additional consideration, upon (a) the transfer of the Properties that are considered material to the Company; (b) the approval by the TSX Venture Exchange (the "TSXV") and filing by the Company of an independent technical report on the historical Buchans mine and Lundberg deposit (the "Technical Report"); and (c) following subsequent actions of Buchans Minerals Corporation, the holder of the Consideration Warrants, and BRL, the distribution of up to all of the common shares to be received on exchange of the Consideration Warrants (the "Distributed Shares") to the shareholders of BRL (the "BRL Shareholders"), provided that: (i) such exchange and distribution will not result in a Change of Control of the Company or the creation of a new Control Person of the Company; (ii) in respect of the Distributed Shares, BRL directs the Company to issue such Distributed Shares directly to BRL Shareholders and shall not be a holder of such Distributed Shares at any time; and (iii) in the event that such exchange and distribution results in the creation of a new Insider, the BRL Shareholder shall have filed and obtained clearance of a personal information form or declaration, as applicable, with the TSXV.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS For the three months ended March 31, 2024 (Expressed in Canadian Dollars)

6. SHARE CAPITAL AND RESERVES (continued)

On June 27, 2023, the Company issued 100,000 common shares to Sokoman Minerals Corp. with a fair value of \$6,000. This issuance was pursuant to an amendment to the East Alder gold project agreement (part of the Wilding Lake Gold Project) in central Newfoundland.

On April 24, 2023, the Company completed a non-brokered private placement and issued 1,847,000 flowthrough shares at \$0.06 for gross proceeds of \$110,820 and 20,783,600 units at \$0.05 per unit for gross proceeds of \$1,039,180, for total gross proceeds of \$1,150,000. Each unit consists of one common share and one common share purchase warrant. Each warrant entitles the holder to acquire one common share at an exercise price of \$0.075 until April 24, 2028. The warrants were assigned a relative fair value of \$515,611 recorded in contributed surplus. In connection with the private placement, 200,000 common shares valued at \$12,000 were issued as finders' fees.

On April 18, 2023, the Company issued 250,000 common shares to Sokoman Minerals Corp. with a fair value of \$15,000. This issuance was pursuant to an option agreement to acquire 100% of the East Alder gold project (part of the Wilding Lake Gold Project) in central Newfoundland.

c) 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 March 31, 2024, the Company had outstanding stock options, enabling the holders to acquire further common shares as follows:

Number of Shares	Exercise Price	Expiry Date
1,872,500	\$0.34	March 19, 2026
2,067,500	\$0.31	October 18, 2026
3,000,000	\$0.07	May 11, 2028
250,000	\$0.07	June 7, 2028
2,770,000	\$0.08	February 8, 2029
3,076,302	\$0.07	March 13, 2029
 13,036,302	_	

Stock option transactions are summarized as follows:

	March	31, 2024	Decemb	oer 31, 2023
		Weighted		
	Number	Average	Number	Weighted Average
	of Options	Exercise Price	of Options	Exercise Price
Balance, beginning of the period	7,190,000	\$0.21	4,865,000	\$0.32
Granted	5,846,302	0.07	3,250,000	0.07
Expired/cancelled	-		(925,000)	0.31
Balance, end of the period	13,036,302	\$0.15	7,190,000	\$0.21
Options exercisable, end of the period	13,036,302	\$0.15	7,190,000	\$0.21

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS For the three months ended March 31, 2024 (Expressed in Canadian Dollars)

6. SHARE CAPITAL AND RESERVES (continued)

For the three months ended March 31, 2024, total share-based compensation expense was \$301,078 (March 31, 2023 - \$Nil), which was recognized as share-based payments expense in the period.

On February 8, 2024, the Company granted 2,770,000 stock options with an exercise price of \$0.08, to certain directors, management and consultants, with a fair value of \$187,624. All options vested immediately upon grant.

On March 18, 2024, the Company granted 3,076,302 stock options with an exercise price of \$0.07, to certain consultants, with a fair value of \$113,454, some of which are subject to vesting provisions.

The Company did not grant any stock options during the three months ended March 31, 2023.

The following weighted-average assumptions were used for the Black-Scholes valuation of stock options granted during the period:

	2024	2023
Risk-free interest rate	1.91 – 3.63%	-
Expected life of options	5 years	-
Annualized volatility	191.98 – 211.76%	-
Weighted average FV	\$0.068 - \$0.069	-
Expected dividend rate	0%	-

d) Warrants

As at March 31, 2024, the Company had outstanding share purchase warrants, enabling the holders to acquire further common shares as follows:

	Number of Warrants	Exercise Price	Expiry Date	
	20,783,600	\$0.075	April 24, 2028	
	1,260,945	\$0.065	December 20, 2025	
	128,554,216	-	December 20, 2025	
_	150,598,761			

Share purchase warrant transactions were as follows:

	March 31, 2024		December 31, 2023	
		Weighted Average		Weighted Average
	Number of	Exercise	Number of	Exercise
	Warrants	Price	Warrants	Price
Balance, beginning of the period	150,598,761	\$0.01	7,197,930	\$0.29
Issued	-	-	150,598,761	0.01
Expired		-	(7,197,930)	0.29
Balance, end of the period	150,598,761	0.01	150,598,761	0.01
Warrants exercisable, end of the period	150,598,761	\$0.01	150,598,761	\$ 0.01

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS For the three months ended March 31, 2024 (Expressed in Canadian Dollars)

7. SUBSEQUENT EVENTS

On May 13, 2024, the Company announced a \$1,250,000 private placement financing.