



CANTERRA

MINERALS CORPORATION

TSX-V: CTM

Condensed Consolidated Interim Financial Statements

For the Nine Months Ended

September 30, 2022

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

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.

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

CANTERRA MINERALS CORPORATION

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION (Unaudited)

(Expressed in Canadian Dollars)

	September 30, 2022	December 31, 2021
ASSETS		
Current		
Cash	\$ 862,688	\$ 3,059,252
Marketable securities (Note 3)	328	897
Receivables	21,819	214,274
Prepaid expenses	4,040	37,848
	<u>888,875</u>	<u>3,312,271</u>
Land use deposits	4,000	4,000
Mineral Properties (Note 4)	<u>4,418,068</u>	<u>4,332,783</u>
	\$ <u>5,310,943</u>	\$ <u>7,649,054</u>
LIABILITIES AND SHAREHOLDERS' DEFICIENCY		
Current liabilities		
Accounts payable and accrued liabilities (Note 5)	563,905	273,882
Deferred flow-through premium (Note 6)	-	109,757
	<u>563,905</u>	<u>383,639</u>
Shareholders' deficit		
Share capital (Note 6)	115,896,402	115,838,245
Reserves (Note 6)	3,332,659	2,932,874
Deficit	<u>(114,482,023)</u>	<u>(111,505,704)</u>
	<u>4,747,038</u>	<u>7,265,415</u>
	\$ <u>5,310,943</u>	\$ <u>7,649,054</u>

Nature and continuance of operations
(Note 1)

Approved and authorized by the Board on November 29, 2022

"Chris Pennimpede"

Chris Pennimpede, President & CEO

"Randy Turner"

Randy C. Turner, Director

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

CANTERRA MINERALS CORPORATION**CONDENSED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS (UNAUDITED)**

(Expressed in Canadian Dollars)

	Three Months Ended September 30, 2022	Three Months Ended September 30, 2021	Nine Months Ended September 30, 2022	Nine Months Ended September 30, 2021
Expenses				
Business development	\$ 11,516	\$ 4,254	\$ 52,293	\$ 43,029
Insurance	5,103	4,177	15,308	12,530
Legal, audit and accounting	3,099	104,298	21,308	153,013
Consulting fees (Note 5)	18,000	27,000	66,000	78,650
Office and miscellaneous	14,380	14,713	27,059	23,653
Regulatory and transfer agent fees	3,314	3,913	41,470	44,064
Rent (Note 5)	4,020	4,020	12,060	11,200
Share-based compensation (Note 6)	39,011	156,050	399,785	354,603
Wages and benefits (Note 5)	44,916	18,283	213,294	64,223
Exploration expenditures (Note 4)	178,524	468,869	2,236,932	1,351,260
	<u>(321,883)</u>	<u>(805,577)</u>	<u>(3,085,509)</u>	<u>(2,136,225)</u>
Interest income	-	-	2	-
Flow-through premium	-	-	109,757	-
Unrealized (loss)/gain on marketable securities	(293)	(1,035)	(569)	-
	<u>(293)</u>	<u>(1,035)</u>	<u>109,190</u>	<u>-</u>
Loss and comprehensive loss for the period	\$ <u>(322,176)</u>	\$ <u>(806,612)</u>	\$ <u>(2,976,319)</u>	\$ <u>(2,136,225)</u>
Basic and diluted loss per common share	\$ <u>(0.00)</u>	\$ <u>(0.02)</u>	\$ <u>(0.04)</u>	\$ <u>(0.03)</u>
Weighted average number of common shares outstanding	77,053,772	52,655,272	76,954,871	66,479,498

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, 2022	Nine Months Ended September 30, 2021
Cash flows used in operating activities		
Loss for the period	\$ (2,976,319)	\$ (2,136,225)
Items not affecting cash:		
Share-based compensation	399,785	354,603
Unrealized loss on marketable securities	569	-
Flow-through premium	(109,757)	-
Changes in non-cash working capital items:		
Decrease/(increase) in receivables	192,455	(49,284)
Decrease in prepaid expenses	33,808	12,530
Increase/(decrease) in accounts payable and accrued liabilities	290,023	(179,064)
Net cash used in operating activities	<u>(2,169,436)</u>	<u>(1,997,440)</u>
Cash flows used in investing activities		
Acquisition of mineral properties	<u>(25,285)</u>	<u>(8,463)</u>
Net cash used in investing activities	<u>(25,285)</u>	<u>(8,463)</u>
Cash flows used in/from financing activities		
Capital stock issued	<u>(1,843)</u>	2,511,904
Net cash provided by financing activities	<u>(1,843)</u>	<u>2,511,904</u>
Change in cash during the period	(2,196,564)	506,001
Cash, beginning of the period	3,059,252	3,853,927
Cash, end of the period	\$ <u><u>862,688</u></u>	\$ <u><u>4,359,928</u></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)

	Share Capital				
	Number	Amount	Reserves	Deficit	Total
Balance, December 31, 2020	52,655,272	\$ 111,569,742	\$ 994,069	\$ (106,781,462)	\$ 5,782,349
Issued for mineral properties (Note 7)	250,000	61,250	-	-	61,250
Issued on private placements	13,581,000	1,835,935	880,265	-	2,716,200
Share issuance costs (Note 10b)	-	(346,088)	141,792	-	(204,296)
Share-based compensation (Note 6c)	-	-	354,603	-	354,603
Reserves transferred on expired options (Note 6c)	-	-	(74,461)	74,461	-
Loss for the period	-	-	-	(2,136,225)	(2,136,225)
Balance, September 30, 2021	66,486,272	\$ 113,120,839	\$ 2,296,268	\$ (108,843,226)	\$ 6,573,881
Issued on private placements	3,692,500	1,107,750	-	-	1,107,750
Issued for mineral properties	6,625,000	1,788,750	-	-	1,788,750
Flow-through premium	-	(110,775)	-	-	(110,775)
Share issuance costs	-	(68,319)	-	-	(68,319)
Share-based compensation (Note 6c)	-	-	636,606	-	636,606
Loss for the period	-	-	-	(2,662,478)	(2,662,478)
Balance, December 31, 2021	76,803,772	\$ 115,838,245	\$ 2,932,874	\$ (111,505,704)	\$ 7,265,415
Issued for mineral properties	250,000	60,000	-	-	60,000
Share issuance costs	-	(1,843)	-	-	(1,843)
Share based compensation (Note 6c)	-	-	399,785	-	399,785
Loss for the period	-	-	-	(2,976,319)	(2,976,319)
Balance, September 30, 2022	77,053,772	\$ 115,896,402	\$ 3,332,659	\$ (114,482,023)	\$ 4,747,038

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, 2022 (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 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, 2021.

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, 2021 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, 2022 (Expressed in Canadian Dollars)

3. MARKETABLE SECURITIES

As at September 30, 2022 the Company holds the following common shares of public companies listed on the TSX Venture Exchange:

	September 30, 2022		December 31, 2021	
	# of shares	Value	# of shares	Value
Margaret Lake Diamonds Inc.	3,450	328	3,450	897
		\$ 328		\$ 897

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, 2022	December 31, 2021
Newfoundland, Canada		
Wilding Lake	\$ 2,379,318	2,294,033
<i>Under option agreement from Altius Resources Inc.¹</i>		
VMS Projects	2,038,750	\$ 2,038,750
<i>A 100% interest.</i>		
Northwest Territories, Canada		
Marlin Property	-	-
<i>A 100% interest.</i>		
Alberta, Canada		
Buffalo Hills Property	-	-
<i>A 50% interest. During fiscal 2013, the Company wrote-down acquisition costs of \$8,278,519 associated with this property.</i>		
Total Mineral Properties	\$ 4,418,068	\$ 4,332,783

Newfoundland, Canada

During the nine months ended September 30, 2022, the Company acquired additional mineral licenses with a value of \$85,285, comprised of \$25,285 cash payments and 250,000 shares issued to Sokoman Minerals Ltd. with a fair value of \$60,000.

CANTERRA MINERALS CORPORATION

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended September 30, 2022 (Expressed in Canadian Dollars)

4. MINERAL PROPERTIES *(continued)*

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 Canterra issued 9,677,250 Canterra shares and 4,398,750 Canterra 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 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.

Northwest Territories, Canada

The Company holds 100% interest in the Marlin property which have been written down to a value of \$nil in prior years.

Alberta, Canada

On May 11, 2022 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.

During the nine months ended September 30, 2022, the Company incurred exploration expenditures as follows:

	Geology & Geophysics	Field Sampling	Drilling	Land Use & Tenure	Data Evaluation	Safety & Reclamation	Recoveries	Total for the period
NEWFOUNDLAND								
Wilding Lake	\$ 310,645	\$ 120,637	\$ 956,104	\$ 43,270	\$ 353,255	\$ -	\$ (60,350)	\$ 1,723,561
Noel-Paul	175,870	21,114	-	8,090	55,172	-	-	260,246
VMS Projects	152,970	-	19,109	65,893	47,313	-	(31,328)	253,957
ALBERTA								
Buffalo Hills	-	-	-	17,018	-	-	(17,850)	(832)
	\$ 639,485	\$ 141,751	\$ 975,213	\$ 134,271	\$ 455,740	\$ -	\$ (109,528)	\$ 2,236,932

During the nine months ended September 30, 2021, the Company incurred exploration expenditures as follows:

	Geology & Geophysics	Field Sampling	Drilling	Land Use & Tenure	Data Evaluation	Safety & Reclamation	Recoveries	Total for the period
NEWFOUNDLAND								
Wilding Lake	\$ 163,742	\$ 385,354	\$ 620,576	\$ 23,007	\$ 147,496	\$ 5,864	\$ -	\$ 1,346,038
ALBERTA								
Buffalo Hills	-	-	-	18,059	-	-	(12,837)	5,222
	\$ 163,742	\$ 385,354	\$ 620,576	\$ 41,066	\$ 147,496	\$ 5,864	\$ (12,837)	\$ 1,351,260

CANTERRA MINERALS CORPORATION

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended September 30, 2022 (Expressed in Canadian Dollars)

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

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, 2022	Nine months ended September 30, 2021
Consulting fees	\$ 54,000	\$ 54,000
Wages & Salaries	87,806	64,372
Share-based compensation	258,577	208,345
Total	\$ 400,383	\$ 326,717

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

	Nine months ended September 30, 2022	Nine months ended September 30, 2021
Rent	\$ 12,060	\$ 11,200
Accounting, investor relations, geology & other	37,800	19,750
Total	\$ 49,860	\$ 30,950

Included in accounts payable and accrued liabilities as at September 30, 2022 is \$7,576 (December 31, 2021: \$51,596) due to companies with common directors and/or officers.

CANTERRA MINERALS CORPORATION

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended September 30, 2022 (Expressed in Canadian Dollars)

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

On April 18, 2022, the Company issued 250,000 common shares to Sokoman Minerals Corp. with a fair value of \$60,000. 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.

On December 24, 2021, the Company issued 3,692,500 flow-through common shares at \$0.30 per share in connection with a private placement financing for aggregate proceeds of \$1,107,750 and paid \$51,240 in finders fees to arm's length parties, and \$17,079 in legal fees. Also, the Company recorded a flow-through premium of \$110,775. As the Company has incurred approximately \$10,180 of exploration expenditures related to the flow-through financing, it has recognized \$1,018 of the \$110,775 flow-through premium in the consolidated statement of loss and comprehensive loss.

On November 15, 2021, the Company issued 6,625,000 common shares with a fair value of \$1,788,750 to NorZinc for mineral rights to four resource staged projects in central Newfoundland.

On June 29, 2021, the Company issued 13,581,000 units at \$0.20 per unit in connection with a private placement for total gross proceeds of \$2,716,200. Each unit consisted of one common share and one-half common share purchase warrant. Each whole share purchase warrant entitles the holder to acquire one common share at an exercise price of \$0.30 until June 29, 2023. The Company paid \$162,972 in finders fees and issued an aggregate of 407,430 finder's warrants to an arm's length party. Each finder's warrant entitles the holder to acquire one common share at an exercise price of \$0.20 until June 29, 2023. The finder's warrants issued as part of the placement have been recorded at a fair market value of \$141,792 using the Black Scholes option pricing model.

On May 5, 2021, the Company issued 250,000 common shares to Sokoman Minerals Corp. with a fair value of \$61,250. 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.

CANTERRA MINERALS CORPORATION

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended September 30, 2022 (Expressed in Canadian Dollars)

6. SHARE CAPITAL AND RESERVES *(continued)*

As at September 30, 2022, 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
2,867,500	\$0.30	October 18, 2026
125,000	\$0.20	January 17, 2024
4,865,000		

Stock option transactions are summarized as follows:

	September 30, 2022		December 31, 2021	
	Number of Options	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
Balance, beginning of the period	4,740,000	\$0.32	107,000	\$0.80
Granted	125,000	0.31	5,250,000	0.32
Expired/cancelled	-	-	(617,000)	0.32
Balance, end of the period	4,865,000	\$0.32	4,740,000	\$0.32
Options exercisable, end of the period	2,963,125	\$0.32	1,653,125	\$0.32

For the nine months ended September 30, 2022, total share-based compensation expense was \$399,785 (September 30, 2021: \$354,603), which was recognized as a share-based payments expense in the period.

During the nine months ended September 30, 2022, the Company granted 125,000 stock options (September 30, 2021: 2,382,500) with a fair value of \$33,807 (September 30, 2021: \$794,211). All options are subject to vesting provisions, and \$399,785 was expensed in the nine months ended September 30, 2022. The following weighted-average assumptions were used for the Black-Scholes valuation of stock options granted during the period:

	2022	2021
Risk-free interest rate	0.47%	1.23%
Expected life of options	5.0 years	5.0 years
Annualized volatility	215.0%	207.8%
Weighted average FV	\$ 0.27	\$ 0.32
Expected dividend rate	0%	0%

CANTERRA MINERALS CORPORATION

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended September 30, 2022 (Expressed in Canadian Dollars)

6. SHARE CAPITAL AND RESERVES *(continued)*

d) Warrants

As at September 30, 2022, the Company had outstanding share purchase warrants, enabling the holders to acquire further common shares as follows:

Number of Warrants	Exercise Price	Expiry Date
9,398,750	\$0.24	December 17, 2022
6,790,500	\$0.30	June 29, 2023
407,430	\$0.20	June 29, 2023
16,596,680		

Share purchase warrant transactions were as follows:

	September 30, 2022		December 31, 2021	
	Number of Warrants	Weighted Average Exercise Price	Number of Warrants	Weighted Average Exercise Price
Balance, beginning of the period	16,596,680	\$ 0.26	9,398,750	\$0.24
Issued	-	-	7,197,930	0.29
Balance, end of the period	16,596,680	0.26	16,596,680	0.26
Warrants exercisable, end of the period	16,596,680	\$ 0.26	16,596,680	\$ 0.26