



Century Metals Inc.

(formerly known as Trudeau Gold Inc.)

Interim Financial Statements (Unaudited)

December 31, 2019

(Expressed in Canadian Dollars)

Notice to Reader

Subsequent to the issuance of the Company's unaudited interim financial statements for the three and nine months ended December 31, 2019 (as filed on SEDAR on February 27, 2020), management identified certain omissions relating to the recognition of share based compensation expense and reserve in the quarters ended September 30, 2019 and December 31, 2019, as well as an incorrect presentation within the statement of cash flows regarding cash flow transactions with related parties in the quarter ended December 31, 2019.

As a result, the Company is filing restated interim financial statements for the quarter ended December 31, 2019 to reflect the above mentioned corrections. The restated unaudited interim financial statements also include additional "Events After the Reporting Period" reflecting up to date subsequent events as at the date of restatement.

Century Metals Inc. (formerly known as Trudeau Gold Inc.)**Interim Statement of Financial Position****(Unaudited)****As of December 31, 2019**

(Expressed in Canadian Dollars, unless otherwise stated)

		December 31, 2019 (Restated – Note 13) \$	March 31, 2019 \$
	Notes		
Assets			
Current assets			
Cash		1,022,222	1,013,662
Sales taxes and other taxes recoverable		50,017	114,489
Prepayments and other assets		319	319
		<u>1,072,558</u>	<u>1,128,470</u>
Non-current assets			
Exploration and evaluation assets	5	<u>1,430,571</u>	<u>1,163,613</u>
		<u>2,503,129</u>	<u>2,292,083</u>
Liabilities			
Current liabilities			
Accounts payable		197,772	70,796
Non-current liabilities			
Due to related parties	7	<u>1,077,032</u>	<u>662,564</u>
		<u>1,274,804</u>	<u>733,360</u>
Shareholder's Equity			
Share capital	6	1,853,820	1,505,880
Special warrant reserve	10	-	347,940
Share-based compensation reserve	11	47,345	-
Deficit		<u>(672,840)</u>	<u>(295,097)</u>
		<u>1,228,325</u>	<u>1,558,723</u>
		<u>2,503,129</u>	<u>2,292,083</u>

Approved by the Board of Directors

_____/s/ "John Gravelle"_____
 Date: May 15, 2020 Director

_____/s/ "Sandy Chim"_____
 Date: May 15, 2020 Director

{01602259;1}The accompanying notes are an integral part of the interim financial statements.

Century Metals Inc. (formerly known as Trudeau Gold Inc.)**Interim Statement of Net Loss and Comprehensive Loss****(Unaudited)****For the three and nine months ended December 31, 2019**

(Expressed in Canadian Dollars, unless otherwise stated)

		Three months ended December 31, 2019 (Restated – Note 13)	Three months ended December 31, 2018	Nine months ended December 31, 2019 (Restated – Note 13)	Nine months ended December 31, 2018
	Note	\$	\$	\$	\$
Other income					
Other interest income		839	-	839	-
General and administrative expenses					
Audit and accounting fees		(23,625)	(31,250)	(57,046)	(41,750)
Legal and professional fees		(490)	(12,617)	(143,941)	(100,374)
Listing fees		(1,947)	(29,182)	(38,288)	(29,182)
Share-based compensation expenses	11	50,235	-	(47,345)	-
Director and management fees		(26,938)	-	(71,938)	-
Administrative expenses		(7,823)	(6,093)	(20,024)	(33,291)
Net loss and total comprehensive loss for the period		(9,749)	(79,142)	(377,743)	(204,597)
Net loss per share attributable to the shareholders of the Company – Basic and diluted		(0.00)	(0.00)	(0.01)	(0.01)
Weighted average number of shares outstanding		34,228,765	27,166,766	34,165,503	16,288,585

{01602259;1}The accompanying notes are an integral part of the interim financial statements.

Century Metals Inc. (formerly known as Trudeau Gold Inc.)
Interim Statement of Changes in Equity
(Unaudited)

For the nine months ended December 31, 2019

(Expressed in Canadian Dollars, unless otherwise stated)

	Attributable to shareholders of the Company				
	Share capital	Special warrant reserve	Share-based compensation reserve (Restated – Note 13)	Deficit (Restated – Note 13)	Total (Restated – Note 13)
	\$	\$	\$	\$	\$
Balance – March 31, 2019	1,505,880	347,940	-	(295,097)	1,558,723
Net loss and total comprehensive loss for the period	-	-	-	(377,743)	(377,743)
Special warrants converted to common shares (note 10)	347,940	(347,940)	-	-	-
Equity-settled share-based compensation arrangements (note 11)	-	-	47,345	-	47,345
Balance – December 31, 2019	1,853,820	-	47,345	(672,840)	1,228,325
Balance – March 31, 2018	100	-	-	(48,078)	(47,978)
Net loss and total comprehensive loss for the period	-	-	-	(204,597)	(204,597)
Common shares issued (note 6)	1,430,000	-	-	-	1,430,000
Special warrants issued (note 10)	-	423,720	-	-	423,720
Balance – December 31, 2018	1,430,100	423,720	-	(252,675)	1,601,145

{01602259;1}The accompanying notes are an integral part of the interim financial statements.

Century Metals Inc. (formerly known as Trudeau Gold Inc.)**Interim Statement of Cash Flows****(Unaudited)****For the three and nine months ended December 31, 2019**

(Expressed in Canadian Dollars, unless otherwise stated)

		Three months ended December 31, 2019 (Restated – Note 13)	Three months ended December 31, 2018	Nine months ended December 31, 2019 (Restated – Note 13)	Nine months ended December 31, 2018
	Notes	\$	\$	\$	\$
Cash generated by/(used in)					
Operating activities					
Net loss for the period		(9,749)	(79,142)	(377,743)	(204,597)
Adjustment for					
Share-based compensation expenses	11	(50,235)	-	47,345	-
Changes in working capital items					
Decrease/(increase) in sales taxes and other taxes recoverable		(1,166)	(4,245)	10,834	(106,355)
Decrease/(increase) in prepayments and deposits		-	(819)	-	14,181
Increase in accounts payable		15,030	31,811	126,976	25,712
Increase in due to related parties		22,855	6,023	201,148	152,420
Net cash generated by/(used in) operating activities		(23,265)	(46,372)	8,560	(118,639)
Financing activities					
Issuance of common shares	6	-	80,000	-	430,000
Issuance of special warrants	10	-	76,020	-	245,700
Advance received from related parties		-	-	-	100,000
Net cash generated by financing activities		-	156,020	-	775,700
Net change in cash and cash equivalents		(23,265)	109,648	8,560	657,061
Cash and cash equivalents – Beginning of period		1,045,487	975,806	1,013,662	428,393
Cash and cash equivalents – End of period		1,022,222	1,085,454	1,022,222	1,085,454

{01602259;1}The accompanying notes are an integral part of the interim financial statements.

Century Metals Inc. (formerly known as Trudeau Gold Inc.)

Notes to the Interim Financial Statements

(Unaudited)

December 31, 2019

(Expressed in Canadian Dollars, unless otherwise stated)

1. Nature of Operations

Century Metals Inc. (the “Company”), formerly known as Trudeau Gold Inc., is a limited liability company incorporated in Canada on August 24, 2017. Its registered address is at P.O. Box 11117, Royal Centre, Suite 1500, 1055 West Georgia Street, Vancouver, B.C., V6E 4N7, Canada. The Company’s parent company is Century Global Commodities Corporation (“Century Global”). The Company changed its name from Trudeau Gold Inc. to Century Metals Inc. on April 30, 2018 and began trading on TSX Venture Exchange on June 17, 2019, see note 6.

The Company is an exploration company with mineral properties located in the Province of Québec, Canada. The Fabie-Trudeau-Eastchester Polymetallic Project (the “Trudeau Gold Property” or the “Property”) is the primary project of the Company, located approximately 35 kilometers northwest of the city of Rouyn-Noranda, Quebec. This project is at early stage exploration.

These interim financial statements were approved by the Board of Directors for issuance on May 15, 2020.

2. Basis of Preparation

The interim financial statements of the Company have been prepared in accordance with IAS 34 *Interim Financial Reporting*. The interim financial statements should be read in conjunction with the Company’s audited annual financial statements for the year ended March 31, 2019 filed on SEDAR at www.sedar.com on July 29, 2019, which have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”).

The interim financial statements have been prepared in accordance with IFRS applicable to a going concern. For the nine months ended December 31, 2019, the Company reported a net loss of \$377,743 and an accumulated deficit of \$672,840 at that date. In addition to the working capital requirements, the Company has secured sufficient funding for the planned exploration and evaluation expenditures.

3. Significant Accounting Policies

The significant accounting policies used in the preparation of the financial statements are described below.

Basis of measurement

The financial statements are presented in the Canadian Dollar, which is the Company’s functional and presentation currency.

Cash

Cash consist of cash on hand and deposits held at banks that are readily convertible to known amounts of cash, subject to an insignificant risk of changes in value and with an original maturity of three months or less.

Century Metals Inc. (formerly known as Trudeau Gold Inc.)

Notes to the Interim Financial Statements

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Financial instruments

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets are derecognized when the rights to receive cash flows from the assets have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership. Financial liabilities are derecognized when the obligation under the liabilities is discharged or cancelled or expired.

Financial assets and liabilities are offset and the net amount is recorded in the statement of financial position when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, or realize the asset and settle on a net basis, or realize the asset and settle the liability simultaneously.

Financial assets

(a) Classification

The Company classifies its financial assets as those to be measured at amortized cost and those to be measured subsequently at fair value. The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income.

(b) Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss ("FVTPL"), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in profit or loss.

Debt instruments: The Company's debt instruments comprise cash and other receivables. They are assets held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest and are subsequently measured at amortized cost. Interest income from these financial assets is included in other income using the effective interest rate method. Any gain or loss arising on derecognition is recognized directly in profit or loss. Impairment losses are presented as separate line item in the statement of profit or loss.

(c) Impairment

The Company recognizes a loss allowance for expected credit losses ("ECL") on financial assets which are subject to impairment under IFRS 9 (including other receivables). The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, twelve-month ECL represents the portion of lifetime ECL that is expected to result from default events that are possible within twelve months after the reporting date. Assessment are done based on the Company's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions

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For the Company's other receivables, the Company records a twelve-month ECL unless a significant increase in credit risk since initial recognition has occurred, at which point the Company will measure the loss allowance at lifetime ECL.

Financial liabilities

All financial liabilities are initially recorded at fair value and designated upon inception as FVTPL or other financial liabilities.

Financial liabilities classified as other financial liabilities are initially recognized at fair value less directly attributable transaction costs. After initial recognition, other financial liabilities are subsequently measured at amortized cost using the effective interest method. The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period. The Company's accounts payable and due to related parties are classified as other financial liabilities.

Exploration and evaluation expenditures

Direct and indirect acquisition and exploration expenditures associated with mineral exploration properties are capitalized when incurred. During the exploration period, exploration and evaluation expenditures are not amortized.

Exploration and evaluation assets are stated at cost, less provision for impairment.

Upon completion of a technical feasibility study and when commercial viability is demonstrated, capitalized exploration and evaluation assets will be transferred to and classified as mineral property development expenditures. Exploration and evaluation assets shall be assessed for impairment before such reclassification.

Assets impairment

Exploration and evaluation assets

Exploration and evaluation assets are assessed for impairment when facts or circumstances suggest that the carrying value of an exploration and evaluation asset may exceed its recoverable amount. One or more of the following facts and circumstances may indicate that an entity should test exploration and evaluation assets for impairment; (i) the period for which the entity has the right to explore in the specific area has expired during the period or will expire in the near future, and is not expected to be renewed, (ii) substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned, (iii) exploration for an evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area, (iv) sufficient data exist to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be fully recovered from successful development or by sale.

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Share-based compensation expenses and reserve

The Company operates share-based compensation plans for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Company's operations. Directors, officers, employees, consultants and other eligible persons receive remuneration in the form of share-based payment transactions, whereby the eligible persons render services as consideration for equity instruments (equity-settled transactions).

The cost of equity-settled transactions is recognized, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognized for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. The charge to the profit or loss for a period represents the movement in the cumulative expense recognized as at the beginning and end of that period. Options issued prior to the grant date are remeasured based on fair value at each reporting period end. A final measure of fair value will be determined at the grant date.

No expense is recognized for awards that do not ultimately vest.

Tax credits and mining credits on duties

The Company is entitled to a refundable credit on duties under the Mining Tax Act. This refundable credit on duties is applicable on exploration costs incurred in the Province of Quebec. Tax credits and mining credits on duties are recognized as a reduction of the mineral exploration and evaluation assets during the period in which the costs are incurred, provided that the Company is reasonably certain the amounts will be received. The tax credits and mining credits on duties claimed and recorded must be examined and approved by the government authorities so it is possible that the amount granted will differ from the amount recorded. The differences are recognized in exploration and evaluation assets.

Sales taxes

The Company's sales taxes comprise goods and services tax ("GST"), harmonized sales tax ("HST") and Quebec sales tax ("QST"). Revenues, expenses and assets are recognized net of the amounts of sales taxes, unless the sales taxes incurred are not recoverable from the relevant taxation authorities. In this case, they are recognized as part of the cost of the acquisition of the asset or as part of an item of the expenses.

The net amount of sales taxes recoverable from or payable to the relevant taxation authorities is presented as sales taxes recoverable or payable in the statement of financial position.

Net earnings (loss) per share

Basic net earnings (loss) per share is calculated by dividing net earnings (loss) attributable to the shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted net earnings (loss) per share is calculated by adjusting the weighted average number of common shares outstanding for the effects of all dilutive potential common shares from the assumed exercise of common share purchase options and warrants.

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4. Critical Accounting Estimates and Judgments

The Company makes estimates and assumptions concerning the future that are believed to be reasonable under the circumstances. Estimates and judgments are continuously evaluated and are based on management's experience and other factors, including expectations about future events. The following are the estimates and judgments applied by management that most significantly affect the Company's financial statements.

(i) Valuation of exploration and evaluation assets

The Company carries its exploration and evaluation assets at cost less provision of impairment. The Company reviews the carrying value of its exploration and evaluation assets whenever events or changes in circumstances indicate that their carrying values may not be recoverable, based on IFRS 6 *Exploration for and Evaluation of Mineral Resources* and IAS 36 *Impairment of Assets*. In undertaking this review, management is required to make significant estimates of, amongst other things, future production and sale values, unit sales prices, future operating and capital costs and reclamation costs to the end of the mine's life. These estimates are subject to various risks and uncertainties, which may ultimately have an effect on the expected recoverability of the carrying value of the exploration and evaluation assets. In the event that the prospects for the development of the investment project and the mineral projects are enhanced in the future, an assessment of the recoverable amount of the projects will be performed at that time, which may lead to a reversal of part or all of the impairment that has been recognized.

(ii) Share-based compensation expenses

The Company grants share options and awards to directors, officers, employees and consultants of the Company under its equity incentive plan. The fair value of share options is estimated using the Black-Scholes option pricing model and the fair value of share rewards is estimated using the quoted market price plus an estimate for the number of units expected to vest. Share options costs are expensed over their vesting periods. In estimating fair value, management is required to make certain assumptions and estimates such as the life of options, volatility and forfeiture rates. Changes in assumptions used to estimate fair value could result in materially different results.

Century Metals Inc. (formerly known as Trudeau Gold Inc.)**Notes to the Interim Financial Statements****(Unaudited)****December 31, 2019**

(Expressed in Canadian Dollars, unless otherwise stated)

5. Exploration and Evaluation Assets

<u>Trudeau Gold Property</u>	\$
Balance – March 31, 2018	820,275
Additions	435,695
Investment tax credits	<u>(92,357)</u>
Balance – March 31, 2019	1,163,613
Additions	214,455
Adjustments for investment tax credits	<u>52,503</u>
Balance – December 31, 2019	<u>1,430,571</u>

The Trudeau Gold Property is an early stage gold-focused polymetallic exploration project. Century Iron Ore Holdings Inc. ("Century Iron"), a related party of the Company, staked and owned the claims of the Property. On December 6, 2017, the ownership was transferred to the Company at cost of \$6,356 and since then the Company holds a 100% interest in the property consisting of three non-contiguous claim groups surrounding Duparquet Lake, namely Fabie, Trudeau and Eastchester. During the nine months ended December 31, 2019, the Company has incurred additional costs included in exploration and evaluation assets of \$214,455 before adjustment of \$52,503 for investment tax credits receivable via funding by a related party. These amounts are included in due to related parties on the statement of financial position, please see note 7 for related party transactions.

6. Share Capital

	Number of shares	\$
Balance – March 31, 2018	100	100
Common shares issued	<u>28,429,666</u>	<u>1,505,780</u>
Balance – March 31, 2019	28,429,766	1,505,880
Special warrants converted to common shares	<u>5,798,999</u>	<u>347,940</u>
Balance – December 31, 2019	<u>34,228,765</u>	<u>1,853,820</u>

Authorized share capital was unlimited number of common shares, with no par value.

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On July 1, 2018, the Company converted \$1,000,000 of a related party balance into 20 million common shares of the Company at a deemed price of \$0.05 per share. The conversion price was determined based on discussions with the TSX Venture Exchange, as to minimum price acceptable to the Exchange, and the final determinations by management of Century Global.

On September 7, 2018, Century Global subscribed for 5,833,333 common shares of the Company at \$0.06 per share for total cash proceeds to the Company of \$350,000.

On November 2, 2018, Century Global subscribed for 1,333,333 common shares of the Company at \$0.06 per share for total cash proceeds to the Company of \$80,000.

On March 7, 2019, 1,263,000 special warrants issued at \$0.06 per special warrant on September 7, 2018, for a value of \$75,780, were converted into common shares.

On April 4, 2019, a total of 5,798,999 special warrants issued at \$0.06 per special warrant on July 9 and November 2, 2018, for a value of approximately \$347,940, were converted into common shares.

The Company began trading on TSX Venture Exchange on June 17, 2019, under the stock symbol CMET.

As at December 31, 2019, the Company had 34,228,765 common shares issued and outstanding, representing a value of \$1,853,820.

7. Related Party Transactions

As of December 31, 2019, the Company had payables of \$45,000 and \$1,032,032 to related parties, Century Global and Century Iron respectively. The balances were non-interest bearing, and were primarily comprised of cash advanced, management fees and exploration expenditures at the Trudeau Gold Property incurred and paid by Century Global and Century Iron, on behalf of the Company under the management services agreements (“the Agreements”) between Century Global and the Company, and Century Iron and the Company, respectively. The Agreements were approved by Century Global, the Company’s parent company.

The Agreements cover the following services provided by Century Global and Century Iron: management services as independent contractor including time provided by Chief Executive Officer of the Company and Chief Financial Officer of the Company in respect of executive services, geological technical services provided by the technical team, administrative and accounting services provided by the accounting and administrative team, and cost sharing for office rentals.

On November 30, 2018, the Company signed a Debt Repayment Agreement with Century Iron whereby the Company and Century Iron have agreed that the remaining balance owed by the Company to Century Iron thereafter will be repaid on the earlier of (i) March 31, 2020, and (ii) the date that is 30 days after the date that the Company completes aggregate equity financings with gross proceeds in excess of \$3.0 million. On January 8, 2019, an Amending Agreement was signed by the Company and Century Iron to apply to the repayment terms for the remaining balance as of December 31, 2018 and future balances thereafter. Further to the two agreements, on March 29, 2019, Century Iron and the Company have further agreed that the remaining balance owed by the Company to Century Iron is extended to June 30, 2021. Amounts owing to related parties is presented as a non-current liability in this financial year.

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(Unaudited)

December 31, 2019

(Expressed in Canadian Dollars, unless otherwise stated)

8. Financial Risk Management

The Company's activities expose it to a variety of financial risks: credit risk and liquidity risk.

Risk management is carried out by the Company's management team with guidance from the Board of Directors. The Board of Directors also provides regular guidance for overall risk management.

The Company's financial assets and financial liabilities have been classified into categories that determine their basis of measurement. As at December 31, 2019, the Company's financial instruments comprised cash, sales taxes and other taxes recoverable, accounts payable and due to related parties.

Credit risk

Credit risk is the risk of loss associated with counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash, sales taxes and other taxes recoverable. Cash is held with a major bank. Management believes the risk of loss to be minimal.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As of December 31, 2019, the Company had cash of \$1,022,222 (March 31, 2019: \$1,013,662) to settle current liabilities of \$197,772 (March 31, 2019: \$70,796). The Company's accounts payable have contractual maturities of 30 days or less and are subject to normal trade terms. Amounts due to related parties are non-interest bearing, and further details of the transactions are included in note 7 to the financial statements. The related parties had agreed to an extension of the repayment of money owed by the Company to June 30, 2021, so that the Company has sufficient funds to support its ongoing operations over the next 12 months. The liquidity risk is low as the Company's capital funds are held in checking account.

9. Capital Management

The Company considers its capital structure to consist of share capital and deficit, which, as at December 31, 2019, amounted to a shareholder's equity of \$1,228,325. When managing capital, the Company's objective is to ensure the entity continues as a going concern as well as to aim for the optimal future returns. Management adjusts the capital structure, as necessary, in order to support the acquisition, exploration and development of its mineral property. The Board of Directors does not establish a quantitative return on capital criteria for management but, rather, relies on the expertise of the Company's management team to sustain the future development of the business.

The Company is dependent on funding from its parent company and external financing to fund its strategic initiatives and exploration and project development activities in the long term. In order to carry out the business plan, the Company will utilize its existing working capital and raise additional amounts when economic conditions permit it to do so.

Management reviews its capital management approach on an ongoing basis, and the Company's capital management objectives, policies and processes have remained unchanged during the nine months ended December 31, 2019.

Century Metals Inc. (formerly known as Trudeau Gold Inc.)**Notes to the Interim Financial Statements****(Unaudited)****December 31, 2019**

(Expressed in Canadian Dollars, unless otherwise stated)

10. Special Warrant Reserve

	\$
Balance – March 31, 2018	-
Issuance of special warrant certificates	423,720
Converted to common shares	<u>(75,780)</u>
Balance – March 31, 2019	347,940
Converted to common shares	<u>(347,940)</u>
Balance – December 31, 2019	<u>-</u>

On March 8, 2018, the Company has offered to investors to subscribe for its special warrants at a subscription price of \$0.06 per unit (the “Special Warrant Private Placement”). On July 9, September 7 and November 2, 2018, the Company has completed three tranches of the Special Warrant Private Placement and issued 4,531,999, 1,263,000 and 1,267,000 special warrant certificates for gross proceeds of approximately \$271,920, \$75,780 and \$76,020, respectively. In total, the Company has issued 7,061,999 special warrants for aggregate proceeds of approximately \$423,720. No broker or finder fees were paid on these private placement exercises.

On March 7, 2019, 1,263,000 special warrant certificates issued on September 7, 2018 were converted automatically into 1,263,000 common shares of the Company upon reaching the six-month anniversary of the issuance of the special warrants. On April 4, 2019, the remaining 5,798,999 special warrant certificates were converted automatically into 5,798,999 common shares of the Company upon the prospectus qualification of the Company’s common shares.

As of December 31, 2019, all issued special warrants have been converted to common shares.

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(Expressed in Canadian Dollars, unless otherwise stated)

11. Share-based Compensation

	Three months ended December 31, 2019 (Restated – Note 13) \$	Nine months ended December 31, 2019 (Restated – Note 13) \$
Share options expense	50,235	(47,345)

The Company operates a share option scheme (the “Scheme”) for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Company’s operations. Eligible participants of the Scheme include the directors, employees and consultants of the Company.

On September 13, 2019, the Company has granted 1.7 million share options to directors and officers of the Company. Each of which options is (i) fully vested upon grant, and (ii) exercisable at the exercise price determined as the closing price of the Company on the trading day 24 hours after the announcement of signing the letter of intent (“LOI”) in relation to the transaction as described in note 12(i).

As at December 31, 2019, the Company remeasured the share option using Black-Scholes Model by considering the following key assumptions: risk-free interest rate 1.5%, exercise price and stock price of \$0.03 per share, volatility 99%, estimated dividend 0%, estimated forfeiture 0% and expected life option of 10 years. Share options granted under the Scheme are exercisable for a period of up to 10 years from the date of grant. The fair value calculated based on the model in \$0.03 per share option, resulting in a reversal of share-based compensation expense previously recognized of \$50,235 in the three-month period ended December 31, 2019.

12. Events After The Reporting Period

- (i) In September 2019, the Company entered into an LOI with Reyna Silver Corp. (“Reyna Silver”), a privately held company, effective from September 23, 2019, to acquire all the issued and outstanding share capital of Reyna Silver, which owns the Guigui and Batopilas silver exploration properties in Mexico. These exploration properties were previously acquired by Reyna Silver from MAG Silver Corp. (“MAG Silver”) and were used by MAG Silver as founding properties when it first went public. The acquisition of Reyna Silver (the “Transaction”) is anticipated to constitute a reverse takeover under Policy 5.2 of the TSX Venture Exchange, and is subject to approval by the TSX Venture Exchange.
- (ii) During the quarter, on December 30, 2019, Century Metals further updated its acquisition of Reyna Silver in respect of i) Acquisition Terms. ii) Board of Directors and Management Changes, detailing the board members credentials as well as the inclusion of Reyna Silver board member into the new merger. iii) Related Party Matters and Shareholder Approval, and iv) Definitive Agreement which will contain customary representations and warranties for similar transactions.
- (iii) On March 11, 2020, the World Health Organization declared the rapidly spreading COVID-19 outbreak a global pandemic. The Company has been closely monitoring developments in the COVID-19 outbreak. To date, there have been no significant disruptions to the Company. The Company will continue to monitor the business impact.

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- (iv) On March 13, 2020, the Company completed a non-brokered private placement financing, as specified under the Acquisition and Amalgamation Agreement, through the distribution of 7,462,500 subscription receipts for gross proceeds of \$1,492,500 at \$0.20 per receipt. Each receipt entitles the holder to receive, for no additional consideration, one share of the Company and half a warrant, on closing the Transaction. A whole warrant will entitle the holder to acquire a share of the Company for a period of 24 months at the exercise price of \$0.45 per share. In the event the Transaction does not close, all subscriptions proceeds will be returned.
- (v) In conjunction with the Company's financing, the Company has agreed to issue, on closing of the Transaction, an aggregate of (i) 7,000 non-transferrable share purchase warrants ("Finders' Compensation Warrants"), each whole Finders' Compensation Warrant entitling the holder thereof to purchase one additional share at \$0.20 for a period of 24 months from the date of issuance; and (ii) 494,375 finders' receipts. Each finders' receipt entitles the finder to receive, on closing of the Transaction, and for no additional consideration, one finders' warrant which will entitle the holder thereof to acquire one share at \$0.45 for a period of 24 months.
- (vi) On March 20, 2020, the Company entered into an Acquisition and Amalgamation Agreement with Reyna Silver and 1244916 B.C. Ltd. ("Newco"), to acquire all the issued and outstanding share capital of Reyna Silver.
- (vii) On April 16, 2020 the Company entered into an agreement with Reyna Silver and MAG Silver to confirm the terms upon which the preferred shares in the capital of Reyna Silver, as held by MAG Silver, would convert to common shares of the Company. On closing of the Transaction, MAG Silver will be issued post-consolidated common shares of the Company in a quantity equal to 19.9% of the then outstanding common shares, plus MAG Silver will retain participation rights whereby it will be entitled to receive, for no additional consideration in each instance, additional common shares of the Company equal to 19.9% of any common shares issued after closing upon the exercise of any options, warrants or other convertible securities that were outstanding as of the date of closing the Transaction.

13. Restatement and Revision of Prior Period Financial Statements

Subsequent to the issuance of the unaudited interim financial statements for the quarter ended December 31, 2019, an omission was identified in the accounting for share-based compensation expense and reserve in the financial statements as at and for the period ended September 30, 2019. The Company assessed the impact of the error and concluded that it was not material to any of the previously issued financial statements. The factors that the Company has considered in assessing materiality were that there are no impact to total shareholders' equity and other impacts are only presentation and disclosure in nature. As a result, the Company revised this interim financial statement to correct the effect of this matter. The following paragraphs provides background and nature of this correction.

On September 13, 2019, the Company has granted 1.7 million share options to certain directors, officers and consultants of the Company, and those options were fully vested upon grant. Please refer to note 11 to the financial statements for details about the terms and the conditions of share options.

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As at September 30, 2019, the Company measured the share option using Black-Scholes Model by considering the following key assumptions: risk-free interest rate 1.7%, exercise price and stock price of \$0.07 per share, volatility 82%, estimated dividend 0%, estimated forfeiture 0% and expected life option of 10 years. Share options granted under the Scheme are exercisable for a period of up to 10 years from the date of grant. The fair value calculated based on the model in \$0.06 per share option, totaling omission impact of \$97,580 in share-based compensation expense and share-based compensation reserve.

14. Comparative Figures

Certain comparative figures have been reclassified to conform to the presentation in the current period.