

TSX-V: CTM

Condensed Consolidated Interim Financial Statements

For the Six Months Ended

June 30, 2016

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.

CONSENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION (unaudited)

(Expressed in Canadian Dollars)

ASSETS	-	June 30 2016	_	December 31 2015
Current				
Cash	\$	232,880	\$	482,977
Marketable securities (Note 3)		45,938		43,897
Receivables	-	6,361	-	25,719
	-	285,179	-	552,593
Mineral properties (Note 5)		561,225		514,225
Land use deposits (Note 6)	_	4,000	_	4,000
	\$_	850,404	\$_	1,070,818
LIABILITIES AND SHAREHOLDERS' EQUITY				
Current liabilities				
Accounts payable and accrued liabilities	\$	300,382	\$	235,447
Deferred flow-though premium		-		14,759
	_	300,382	_	250,206
Shareholders' equity				
Share capital (Note 7)		105,852,623		105,840,623
Reserves (Note 7)		156,770		125,023
Deficit	_	(105,459,371)	_	(105,145,034)
	-	550,022	_	820,612
	\$_	850,404	\$_	1,070,818

Nature and continuance of operations (Note 1)

Approved and authorized by the Board on August 15, 2016

"Randy C. Turner"

Randy C. Turner, Director

"James Eccott"

James Eccott, Director

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

Expenses	-	Three Month Period Ended June 30 2016	_	Three Month Period Ended June 30 2015	Six Month Period Ended June 30 2016	_	Six Month Period Ended June 30 2015
Business development	\$	2,534	ć	6,296 \$	4,251	ć	31,680
Insurance	Ş	2,554	ç	0,290 Ş	29,570	ç	35,975
Legal, audit and accounting		- 4,389		- 29,403	5,325		35,541
Management fees and corporate services		4,389		38,500	59,450		55,541 64,000
Office and miscellaneous		51,550 11,074		13,612	23,785		26,972
Regulatory and transfer agent fees		4,266		1,012	10,956		8,090
Rent		10,500		15,000	21,000		30,000
Share-based compensation (Note 7e)		54,360		15,000	54,360		30,000
Travel		1,125		(2,615)	1,125		4,828
Wages and benefits		7,215		33,562	23,297		72,633
Exploration expenditures (Note 5)		59,777		107,839	146,630		204,787
	-	33,777	-	107,000	110,000	-	201,707
	_	(186,590)	_	(242,610)	(379,749)	_	(514,506)
Interest income		26		447	83		950
Unrealized (loss)/gain on marketable securities (Note 3)		23,593		(5,343)	58,891		(6,527)
Realized (loss)/gain on marketable securities (Note 3)		(2,326)		-	(30,934)		-
Flow through premium	_	-	_	23,040	14,759	_	46,367
	_	21,293	_	18,144	42,799	_	40,790
Loss and comprehensive loss for the period	\$	(165,297)	=	(224,466) \$	(336,950)	\$	(473,716)
Basic and diluted loss per common share	\$_	(0.00)	\$_	(0.00) \$	6(0.00)	\$_	(0.01)
Weighted average number of common shares outstanding		82,198,135		74,775,294	82,197,036		74,775,294

CONDENSED CONSOLIDATED INTERIM STATEMENT OF CASH FLOWS (unaudited)

(Expressed in Canadian Dollars)

	_	Six Month Period Ended June 30 2016	Six Month Period Ended June 30 2015
Cash flows from operating activities			
Income (loss) for the period	\$	(336,950) \$	(473,716)
Items not affecting cash:			
Share-based compensation		54,360	-
Realized (gain)/loss on marketable securities		30,934	-
Unrealized loss/(gain) on marketable securities		(58,891)	6,527
Flow through premium		(14,759)	(46,367)
Changes in non-cash working capital items:			
(Increase)/decrease in receivables		19,358	57,852
Increase/(decrease) in accounts payable			
and accrued liabilities		64,935	(79,639)
Net cash used in operating activities	-	(241,013)	(535,343)
Cash flows from investing activities			
Proceeds on sale of marketable securities		25,916	-
(Acquisition)/disposition of mineral properties		(35,000)	-
Net cash provided by/(used in) investing activities	-	(9,084)	
Change in cash during the period	_	(250,097)	(535,343)
Cash, beginning of the period	_	482,977	831,975
Cash, end of the period	\$_	232,880 \$	296,632

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

	Sha	re Ca	pital					
	Number	-	Amount	 Reserves	-	Deficit		Total
Balance, December 31, 2015	82,195,937	\$	105,840,623	\$ 125,023	\$	(105,145,034)	\$	820,612
Issued for properties Share-based compensation (Note 7e) Reserves transferred on expired options Loss for the period Balance, June 30, 2016	200,000 - - - 82,395,937	- \$_	12,000 - - - 105,852,623	\$ - 54,360 (22,613) - 156,770	\$	- 22,613 (336,950) (105,459,371)	\$ _	12,000 54,360 - (336,950) 550,022
Balance, December 31, 2014 Reserves transferred on expired options Loss for the period	74,775,294 	\$	105,406,672 - -	\$ 268,352 (128,084) -	\$	(104,334,451) 128,084 (473,716)	\$	1,340,573 - (473,716)
Balance, June 30, 2015	74,775,294	\$	105,406,672	\$ 140,268	\$	(104,680,083)	\$	866,857

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS FOR THE SIX MONTH PERIOD ENDED JUNE 30, 2016 (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 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, 2015.

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, 2015 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 SIX MONTH PERIOD ENDED JUNE 30, 2016 (Expressed in Canadian Dollars)

3. MARKETABLE SECURITIES

As at June 30, 2016, the Company holds the following common shares of public companies listed on the TSX Venture Exchange:

	Ju	une	30, 2016	December 31, 20					
	# of shares		value	# of shares		value			
Zadar Ventures Ltd.	43,500	\$	5,438	268,500	\$	9,397			
Skyharbour Resources Ltd. (Note 5b)	300,000		15,000	300,000		9,000			
Margaret Lake Diamonds Inc.	300,000		25,500	300,000		25,500			
		\$	45,938		\$	43,897			

4. RELATED PARTY TRANSACTIONS

These condensed consolidated interim 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 includes 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:

	Six month period ended June 30, 2016	•
Management fees	\$ 59,450	\$ 64,000
Geological consulting fees	9,000	9,000
Share-based compensation*	47,042	-
Total	\$ 115,492	\$ 73,000

* Share-based compensation consists of options granted to key management. The value shown above is calculated using the Black-Scholes fair value method and does not represent actual amounts received.

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

	Six month period ended June 30, 2016		riod ended e 30, 2015
Rent	\$ 21,000	\$	30,000
Accounting, investor relations, geology, other	49,102		60,246
Total	\$ 70,102	\$	90,246

Included in receivables at June 30, 2016 is \$NIL (December 31, 2015 - \$2,225) due from companies with common directors and/or officers. Included in accounts payable and accrued liabilities at June 30, 2016 is \$269,135 (December 31, 2015 - \$154,180) due to companies with common directors and/or officers.

5. 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 interests in various mineral claims located in Canada, the acquisition costs of which are as follows:

		J	une 30, 2016	Decem	ber 31, 201
hwest Territories, Canada					
Hilltop/Cache Property		\$	290,232	\$	290,232
A 100% interest/An 80% interest.					
King Property			-		
A 100% interest.					
Carat Property			132,772		132,772
A 70% interest.					
Gwen Property			24,512		24,512
A 100% interest					
Marlin Property			-		
A 100% interest. (Note 5a)					
Prisim Property			28,988		28,988
A 100% interest					
Rex Property			37,721		37,721
A 100% interest					
CL25 Property			47,000		
Upto a 70% interest (Note 5b)					
rta, Canada					
Buffalo Hills Property		\$	-	\$	
A 33% interest.		Ŷ		7	
	Total Mineral Properties:	\$	561,225	ş	514,225

- 5a. 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 must 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 (\$524,333 incurred to date) by September 15, 2016. MLD has the option to earn an additional 19% interest by paying an additional \$20,000 and incurring no less than \$750,000 in additional exploration expenditures on or before September 15, 2017. Upon MLD having earned either a 30% or 49% interest, MLD and the Company will enter into a Joint Venture Agreement and which time MLD will issue the Company an additional 300,000 common shares.
- 5b. 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 (200,000 issued to date with an aggregate value of \$12,000) and incur \$1,000,000 in exploration expenditures by June 27, 2019. Upon completion of the intial 60% earn-in, the Company will have the right to exercise a second option for an additional 10% interest by making a cash payment of \$100,000, issuing 500,000 shares and incurring further work commitments of \$1,000,000 prior to June 27, 2021. After the Company has either earned 60% or if elected, the 70% earn-in, the Company and Magrum will form a joint venture for the purpose of continuing exploration and development of the Property. Upon formation, the joint venture has agreed to pay Magrum a 3% gross overriding royalty (the "GORR") on the appraised value of diamonds resulting from the property. The joint venture will have the right to purchase up to two-thirds of the GORR, exercisable at any time, by paying \$1,000,000 for each 1%, for an aggregate purchase price of \$2,000,000.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS FOR THE SIX MONTH PERIOD ENDED June 30, 2016 (Expressed in Canadian Dollars)

5. MINERAL PROPERTIES (continued)

During the period ended June 30, 2016, the Company incurred exploration expenditures as follows:

		Geology	Field	b		La	and Use		Data				Safety &			Total for
	& G	eophysics	Samplin	g	Drilling	&	Tenure	Ev	aluation	Μ	lineralogy	Re	clamation	Recoveri	es	the period
ALBERTA																
Buffalo Hills	\$	4,498	\$-	\$	-	\$	165	\$	496	\$	2,152	\$	243	\$	-	\$ 7,554
NWT																
Hilltop/Cache		75,450	1,306		-		2,268		12,139		-		-	(57,67	4)	33,489
King		80	-		-		-		1,732		-		-		-	1,812
Gwen		311	1,868		-		1,568		3,323		-		-		-	7,070
Marlin		3,118	23,700		-		4,424		10,637		-		-		-	41,879
Prisim		2,006	352		-		7,761		6,508		-		-		-	16,627
Rex		1,661	35,968		-		-		86		-		-		-	37,715
ONTARIO																
Other		21	-		-		463		-		-		-		-	484
	\$	87,145	\$ 63,194	\$; -	\$	16,649	\$	34,921	\$	2,152	\$	243	\$ (57,67	4)	\$ 146,630

During the period ended June 30, 2015, the Company incurred exploration expenditures as follows:

	& G	Geology ieophysics	Si	Field ampling		Drilling		Drilling		Drilling		Land Use Data Safety & ng & Tenure Evaluation Mineralogy Reclamation Recoverie								eries	Total for ne period
ALBERTA																					
Buffalo Hills	\$	3,985	\$	-	\$	-	\$	161	\$	2,472	\$ 24,373	\$ 11,789	\$	-	\$ 42,780						
NWT																					
Hilltop/Cache		72,100		4,087		-		626		8,788	11,522	-		-	97,123						
King		546		14		-		-		2,790	213	-		-	3,563						
Gwen		2,360		432		-		838		3,672	2,489	-		-	9,791						
Marlin		6,319		2,220		-		-		2,957	3,332	-		-	14,828						
Prisim		14,179		1,773		-		1,092		5,089	890	-		-	23,023						
Rex		4,729		222		-		1,255		3,250	400	-		-	9,856						
Reconnaissance		3,465		-		-		-		168	-	-		-	3,633						
ONTARIO																					
Other		-		-		-		190		-	-	-		-	190						
	\$	107,683	\$	8,748	\$	-	\$	4,162	\$	29,186	\$ 43,219	\$ 11,789	\$	-	\$ 204,787						

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS FOR THE SIX MONTH PERIOD ENDED JUNE 30, 2016 (Expressed in Canadian Dollars)

6. LAND USE DEPOSITS

Land use deposits are interest-bearing and are held by major financial intuitions on behalf of mining regulators. These deposits are held primarily for prospecting permits and will be released upon the Company incurring certain exploration expenditures on specific mineral properties. Exploration deposits surrendered to mining regulators are expensed.

7. 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

During the six month period ended, June 30, 2016 the Company issued 200,000 common shares with an aggregate value of \$12,000 as consideration towards the acquisition of the CL-25 property.

The Company did not issue any common shares during the six month period ended, June 30 2015.

c) Flow-through share premium liability

The following is a continuity schedule of the liability portion for flow-through share issuances:

Balance at December 31, 2014	\$ 59,263
Flow through premium liability	54,761
Settlement of flow-through share premium liability	
pursuant to qualified expenditures	(99,265)
Balance at December 31, 2015	14,759
Flow through premium liability	-
Settlement of flow-through share premium liability	
pursuant to qualified expenditures	(14,759)
Balance at June 30, 2016	\$ -

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 June 30, 2016, the Company had outstanding stock options, enabling the holders to acquire further common shares as follows:

Number of Shares	Exercise Price	Expiry Date	
1,855,000	0.10	April 24, 2018	
620,000	0.15	August 14, 2019	
1,820,000	0.08	May 2, 2021	
4,295,000			

7. SHARE CAPITAL AND RESERVES (continued)

d) Stock options (continued)

Stock option transactions are summarized as follows:

	June 30, 2016		December 31, 2015	
	Number of Options	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
Balance, beginning of the period	3,130,000	\$ 0.11	4,130,000	\$ 0.14
Granted	1,820,000	\$ 0.08	-	-
Exercised	-	-	-	-
Expired/cancelled	(655,000)	\$ 0.10	(1,000,000)	\$0.22
Balance, end of the period	4,295,000	\$ 0.10	3,130,000	\$ 0.11
Options exercisable, end of the period	4,295,000	\$ 0.10	3,130,000	\$ 0.11

e) Share-based compensation

During the six month period ended, June 30, 2016 the Company granted 1,820,000 (2015 – Nil) stock options with a fair value of \$54,360 (2015 - \$Nil) or \$0.03 (2015 - \$Nil) per option. All options vest immediately on grant.

	2016	2015
Risk-free interest rate	0.79%	-
Expected life of options	5.00	-
Annualized volatility	118.22%	-
Dividend rate	-	-
Weight average fair value	0.02987	-

f) Warrants

As at June 30, 2016 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 ⁽¹⁾	\$0.10	July 29, 2017*	
1,369,048 ⁽²⁾	\$0.10	October 19, 2017	
2,341,274 ⁽²⁾	\$0.08	October 19, 2017	
49,500 ⁽²⁾	\$0.10	October 19, 2016	
11,866,965			

^(*) Subsequent to June 30, 2016 the Company received Exchange approval to extend the expiry date of 8,107,143 outstanding share purchase warrants from July 29, 2016 to July 29, 2017. No value was attributed to the warrant extension.

⁽¹⁾ In the event that the Company's common shares trade at a closing price on the TSX Venture Exchange greater than \$0.20 per share during any twenty consecutive trading-day period the Company may accelerate the expiry date by giving notice to the holders thereof and in such case the warrants will expire on the 21st business day after the date on which such notice is given to the holders by the Company.

⁽²⁾ In the event that the Company's common shares trade at a closing price on the TSX Venture Exchange greater than \$0.15 per share during any twenty consecutive trading-day period the Company may accelerate the expiry date by giving notice to the holders thereof and in such case the warrants will expire on the 21st business day after the date on which such notice is given to the holders by the Company.

7. SHARE CAPITAL AND RESERVES (continued)

f) Warrants (continued)

Share purchase warrant transactions were as follows:

	June 30, 2016		December 31, 2015	
		Weighted Average		Weighted Average
	Number of Warrants	Exercise Price	Number of Warrants	Exercise Price
Balance, beginning of the period	25,020,231	\$0.18	21,519,138	\$ 0.19
Granted	-	-	3,759,822	0.09
Expired/cancelled	(13,153,266)	\$0.25	(258,729)	0.10
Balance, end of the period	11,866,965	\$0.10	25,020,231	\$ 0.18
Warrants exercisable, end of the period	11,866,965	\$0.10	25,020,231	\$ 0.18

8. SEGMENT INFORMATION

The Company operates in one reportable operating segment, being the acquisition, exploration, and evaluation of mineral properties in Canada and the United States. All of the Company's capital assets are located in Canada.

9. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

Significant non-cash investing and financing transactions during the period ended June 30, 2016 consisted of the issuance of 200,000 common shares valued at \$12,000 pursuant to the CL-25 property option agreement.

There were no significant non-cash investing and financing transactions during the period ended June 30, 2015.