



CENTAURUS ENERGY INC.

MANAGEMENT'S DISCUSSION & ANALYSIS

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024



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(Unless otherwise indicated, all dollar amounts are in United States dollars ("USD"))

This Management's Discussion and Analysis of financial condition and results of operations ("MD&A") is based on information available to October 31, 2024 and should be read in conjunction with Centaurus Energy Inc.'s ("Centaurus" or the "Company") unaudited condensed interim consolidated financial statements for the three and nine months ended September 30, 2024 and the accompanying notes as well as the audited consolidated financial statements for the year ended December 31, 2023 and the accompanying notes. This MD&A contains forward-looking information about the Company's current expectations, estimates, projections and assumptions. See the Advisory for information on the risk factors that could cause actual results to differ materially and the assumptions underlying the Company's forward-looking information. Centaurus's Management prepared the MD&A, while the Audit Committee of the Centaurus Board of Directors (the "Board") reviewed and recommended its approval by the Board. Additional information relevant to the Company's activities contained in its continuous disclosure documents, including quarterly condensed interim consolidated financial statements and the Annual Information Form ("AIF"), is available on SEDAR at www.sedar.com and on the Company's website at www.ctaurus.com.

Basis of Presentation

This MD&A and the unaudited condensed interim consolidated financial statements and comparative information have been prepared in accordance with International Financial Reporting Standards ("IFRS" or "GAAP") as issued by the International Accounting Standards Board applying IAS 34. Unless otherwise indicated, all dollar amounts are in United States dollars ("USD"). Sales volumes are presented on a before royalties basis.

Non-GAAP Measures

Certain financial measures in this document do not have a standardized meaning as prescribed by IFRS, such as funds flow from (used in) operations, working capital and netbacks and therefore are considered non-GAAP measures. These measures may not be comparable to similar measures presented by other issuers. These measures have been described and presented to provide shareholders and potential investors with additional measures for analyzing the Company's ability to generate funds to finance its operations and information regarding its liquidity. The additional information should not be considered in isolation or as a substitute for measures prepared in accordance with IFRS. The definition and/or reconciliation of each non-GAAP measure is presented in the Netbacks and Reconciliation of Cash Flow from (used in) Operating Activities and Funds Flow from (used in) Continuing Operations sections of this MD&A.

Funds flow from (used in) continuing operations per share is calculated using the same basic and diluted weighted average number of shares for the period, consistent with the calculations of loss per share.



Introduction

Centaurus Energy Inc. ("Centaurus," the "Company," or the "Corporation") is an independent, Canadian company that was focused on Argentine upstream oil and gas with operations until January 2023. The Company is currently focused on investing in Ether and other digital commodities and on managing the future proceeds from the PAE ORRI, totaling US\$16 million.

Centaurus trades on the TSX Venture Exchange ("TSXV") under the symbol CTA and on the OTC Pink market under the symbol CTARF. Unless specifically noted, all current and comparative reporting periods' operating and financial disclosures and discussion are in reference to the continuing Argentine operations and corporate segments.

2023 Highlights

Sale of Madalena Energy Argentina SRL to Gasener

On January 12, 2023, Centaurus closed an agreement with Gasener SRL ("Gasener"), a hydrocarbon trading company based in Argentina, whereby Gasener acquired Madalena Energy Argentina S.R.L, the Company's operating subsidiary based in Argentina. Pursuant to the Transaction, Gasener acquired MEA for a purchase price of US\$20,000 and assumed all liabilities with respect to MEA. Prior to the Transaction, Centaurus acquired MEA's interests in the PAE ORRI in exchange for assumption and extinguishment of the intercompany debt owed by MEA to Centaurus. In addition, as part of the Transaction, a debt obligation of approximately US\$260,000 owed by MEA to David D. Tawil was assumed by Centaurus. The effect of the Transaction is that the Company has transferred all its conventional oil and gas assets and related liabilities in Argentina, including sizable upcoming drilling commitments, to Gasener, while retaining the PAE ORRI.

2024 Highlights

New capital allocation strategy

On March 27, 2024, Centaurus announced a new capital allocation strategy, focused on the digital commodity Ether (ETH), the native asset of the Ethereum blockchain. Now, the Company will hold that digital commodity as primary treasury reserve asset.

Centaurus began purchasing Ether on March 26, 2024.

As of September 30, 2024, the company owned a total of 132.1217 Ether (ETH). That holding includes 0.3196 ETH earned during the quarter in staking.

The average purchase cost of these assets is USD 2,873.35.

New loan agreement with David Tawil

On March 20, 2024, in connection with the company's new capital allocation strategy, David Tawil entered into a new loan agreement with Centaurus, providing up to USD 1.5 million of capital, at greater of: (i) 7% per annum or (ii) 65% of the profits on the corresponding Ether purchased by the Company.

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Plan to Focus on Investing Directly in Physical and Digital Commodities and Related Proposed Change of Business into an Investment Issuer, Name Change to Layer One Inc., 2:1 Share Consolidation

On July 16, 2024, Centaurus announced that the TSX Venture Exchange ("TSX-V" or the "Exchange") has issued a temporary trading halt as a normal course of action in connection with the proposed change of business of the Company from a Tier 2 Oil & Gas Issuer to a Tier 2 Investment Issuer (the "Proposed Change of Business"), pursuant to TSX-V *Policy 5.2 - Changes of Business and Reverse Takeovers*. Trading in the common shares of the Company (the "Common Shares") will remain halted pending the review of the Proposed Change of Business by the TSX-V.

The update aims to refine the Company's transition from oil & gas exploration and production operator, which was the result of the 2023 sale of Madalena Energy Argentina S.R.L. to Gasener, to making strategic investments in physical and digital commodities. With this new listing status, Centaurus may invest directly in physical and digital commodities, undertake corporate transactions, and acquire strategic equity positions.

The Company is focused on fulfilling the prescribed requirements to obtain the Exchange's conditional approval of the Proposed Change of Business, holding a meeting of its shareholders to obtain, among other things, approval of the Proposed Change of Business (the "Shareholders' Meeting"), and obtaining the Exchange's final approval in an expedient manner. Subsequent to the completion of the Proposed Change of Business, and subject to obtaining final approval of the Exchange, the Company will be listed on the TSX-V as a Tier 2 Investment Issuer, aligning the Company with its current business focus in investment in physical and digital commodities.

In addition, subject to approval by the Exchange and at the Shareholders' Meeting, the Company plans to change its name to "Layer One Inc." and its trading symbol to "LAYR" or such other name and trading symbol as may be determined by Centaurus which are acceptable to the Exchange.

Furthermore, subject to approval by the Exchange and at the Shareholders' Meeting, the Company plans to affect a consolidation of all of the issued and outstanding Common Shares on a 2:1 basis (the "Consolidation").

Under the Consolidation, for every two Common Shares held by a shareholder, each shareholder will, as a result of the Consolidation, receive one Common Share after the Consolidation takes effect. There are currently 1,088,070 Common Shares issued and outstanding in the share capital of Centaurus. If the Consolidation is approved and the directors effect the Consolidation on a 2:1 basis, there will be an aggregate of 544,035 Common Shares issued and outstanding in the share capital of Centaurus, subject to rounding.

Shareholder Meeting

The Company will call a meeting of its shareholders on a date to be identified (the "Meeting"), to approve, among other things, the Proposed Change of Business, pursuant to TSX-V *Policy 5.2 - Changes of Business and Reverse Takeovers of the Exchange* and the name change.

The TSX-V has not passed upon the merits of the Proposed Change of Business.



Foreign Exchange Fluctuations

The table below provides various exchange rates that illustrate the quarterly foreign exchange fluctuations between the USD and the Canadian dollar (“CAD”). The table illustrates the impact of CAD changes relative to the USD in the three months ended September 30, 2024 compared to the three month ended September 30, 2023. Foreign exchange changes in CAD impact the unrealized foreign exchange gains and losses recorded in the condensed interim consolidated statements of income (loss).

(1)

USD	Three months ended			Nine months ended		
	September 30		%	September 30		%
	2024	2023	Change ⁽¹⁾	2024	2023	Change ⁽¹⁾
Average CAD to USD	0.733	0.745	(1.66%)	0.735	0.743	(1.08%)
Period end CAD to USD	0.741	0.740	0.16%	0.741	0.740	0.16%

(1) Differences calculated from the numbers within the table are due to rounding.

Continuing Argentine Operations and Corporate Segments

General and Administration (“G&A”) Expenses

USD 000s	Three months ended		Nine months ended	
	September 30		September 30	
	2024	2023	2024	2023
Gross G&A				
Compensation costs	-	128	-	149
Other	189	3	348	4,421
	189	131	3458	4,570

2023 Gross G&A expenses was higher due to the forgiveness of interest to Madalena Energy Argentina.

Finance (Income) and Expenses

USD 000s	Three months ended		Nine months ended	
	September 30		September 30	
	2024	2023	2024	2023
Corporate				
Bank charges	-	-	2	-

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Foreign exchange loss – unrealized	7	8	(7)	278
Interest and other expenses (Income)	124	46	(198)	201
	131	54	(203)	479

Foreign exchange loss (gain)

During the Quarter, the Company recorded an unrealized foreign exchange loss of \$7 thousand (Q3-2023 loss \$8 thousand).

The income observed in line-item “Interest and other expenses (Income)” is mainly related to the annual adjustment of the PAE ORRI according to the agreement mentioned above.

Funds flow from (used in) Continuing Operations, Net Income (Loss) and Comprehensive Income (Loss) from Continuing Operations

USD 000s	Three months ended September 30		Nine months ended September 30	
	2024	2023	2024	2023
Funds flow from (used in) continuing operations	(128)	81	(338)	(2,124)
Per share – basic and diluted	(0.19)	0.07	(0.31)	(1.94)
Net gain (loss)	(72)	(195)	260	1,029
Per share – basic and diluted	(0.03)	(0.15)	0.15	0.74
Comprehensive gain (loss)	(72)	(195)	260	1,029

FINANCIAL POSITION, LIQUIDITY AND CAPITAL RESOURCES

Liquidity risk

USD 000s	September 30 2024	December 31 2023
Working capital (deficit) surplus		
Canada	(4,806)	(4,629)
Net financial position	(4,806)	(4,629)
Shareholders’ equity	10,949	10,689

On September 30, 2024, the working capital deficit of the Company was \$4.8 million (December 31, 2023 -\$4.6 million).



On March 27, 2020, the Company received a notice of default and reservation of rights from KD Energy and Hispania, alleging that the Corporation is in default of the terms of the Working Capital Loan Agreement and Amended and Restated Convertible Loan Agreement.

KD Energy International, Capital Limited, Jose David Penafiel, Alejandro Augusto Penafiel, and Totisa Holdings S.A. v Centaurus Energy Inc

In a Canadian court, KD Energy has made a claim for repayment of funds advanced to Centaurus allegedly under a CapEx loan in the amount of USD\$2,093,014.76, plus 7% interest from 7 April 2020 to date of trial, or alternatively a claim by Totisa in unjust enrichment for funds advanced in the amount of USD\$2,093,014.76 plus interest under the Judgment Interest Act, plus costs. In addition, in the same case, Jose Penafiel has claimed for wrongful dismissal damages of USD\$315,000 plus aggravated and punitive damages of \$300,000, and Alejandro Penafiel has claimed for wrongful dismissal damages of USD\$180,000 plus aggravated and punitive damages of \$150,000, plus interest.

In this case, Centaurus defeated a summary judgment application by Totisa.

KD Energy International Capital Limited and Hispania Petroleum S.A. v Centaurus Energy Inc.

In the same Canadian court, KD Energy and Hispania have made claims for repayment of debt in the amount of USD\$2,411,770.40 plus interest of 7% per annum accruing from 27 June 2022 to date of trial, for funds advanced to Centaurus under either a CapEx loan or Working Capital Loan facility, plus costs. This relief sought is duplicative of the relief sought previously.

Centaurus filed a Statement of Defence and Counterclaim, seeking to set off any amounts owing, seeking damages of at least \$3,000,000 and punitive damages against the Plaintiffs, and seeking to consolidate the Actions.

The Plaintiffs filed a Statement of Defence to Counterclaim and Reply to Defence. Centaurus filed a Reply to Statement of Defence to Counterclaim.

PEÑAFIEL, JOSÉ S/INFRACCIÓN ARTS. 309 Y 311 DEL C.P.

Centaurus Energy's prior management, specifically, Mr. José David Peñafiel and Mr. Alejandro Peñafiel, have been charged with and are being investigated by federal prosecutors in Buenos Aires, Argentina for numerous criminal counts, including, fraudulent management, special fraud to shareholders, market manipulation, accounting fraud, and money laundering.

Repatriation of Funds to Canada

Despite the proceeds of the PAE ORRI being paid in Argentina, the Company no longer has any operations in Argentina. Funds are required to enable the Company to maintain compliance and manage the regulatory, reporting, audit, legal and tax requirements of a company listed on the TSX-V.

Share Capital Issued, Options Granted and Long-term Incentive Plan

Outstanding Share Capital

No common shares were issued in the Quarter (Q2-2023 – nil).

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Fair value of Financial Instruments

The Company's financial instruments include cash and cash equivalents, trade and other receivables, certain items in other long-term assets and liabilities, current portion of long-term debt, trade and other payables, taxes payable, convertible debentures issued, the carrying values of which approximate their fair values due to their short-term nature with the exception of: (i) convertible debentures issued, which relates to the debt component of these instruments and are accreted up to their principal value over the term of the debenture using the effective interest rate method and (ii) certain other long-term assets and liabilities whose calculated fair value approximates its carrying value.

QUARTERLY FINANCIAL RESULTS

Continuing Operations

USD 000s, unless otherwise noted	Q3 2024	Q2 2024	Q1 2024	Q4 2023
Oil and natural gas revenues	-	-	-	-
Net income (loss)	(72)	(349)	(16)	(392)
Shares outstanding – millions	1.1	1.1	1.1	1.1
Net income (loss) per share – basic and diluted	(0.07)	0.32	(0.01)	(0.36)

USD 000s, unless otherwise noted	Q3 2023	Q2 2023	Q1 2023	Q4 2022
Oil and natural gas revenues	-	-	-	2,205
Net income (loss)	(195)	398	828	(9,016)
Shares outstanding – millions	1.1	1.1	1.1	1.1
Net income (loss) per share – basic and diluted	(0.18)	0.36	0.76	(8.25)

Critical Accounting Judgments, Estimates and Accounting Policies

For more details regarding the Company's critical accounting judgments, estimates and accounting policies the following should be read in conjunction with the Company's consolidated financial statements for the year ended December 31, 2023.

Management is required to make judgments, estimates and assumptions in the application of accounting policies that could have a significant impact on the Company's financial results. Actual results may differ from those estimates and those differences may be material. The estimates and assumptions used are subject to updates based on experience and the application of new information. The Company's critical accounting policies and estimates are reviewed annually by the Audit Committee of the Board. Further details on the basis of presentation and significant accounting policies can be found in the Company's notes to the consolidated financial statements for the year ended December 31, 2023.

Critical accounting estimates

Critical accounting estimates are those estimates that require Management to make particularly subjective or complex



judgments about matters that are inherently uncertain. Estimates and underlying assumptions are reviewed on an ongoing basis and any revisions to accounting estimates are recognized in the period in which the estimates are revised. During the Quarter, there were no changes to the Company's key sources of estimation uncertainty. Further information on the Company's key sources of estimation uncertainty can be found in the notes to the consolidated financial statements for the year ended December 31, 2023.

Risk Management

For a full understanding of the risks that impact the Company, the following discussion should be read in conjunction with the Company's consolidated financial statements for the year ended December 31, 2023.

The Company is exposed to a number of risks through the pursuit of its strategic objectives. Some of these risks impact the oil and gas industry as a whole and others are unique to its operations and its involvement in Argentina. Actively managing these risks improves the Company's ability to effectively execute its business strategy. The factors that impact the Company's exposure to liquidity risk, safety risk, capital project execution and operating risk, reserves replacement risk, environmental risk and regulatory risk has not changed substantially since December 31, 2023. For a further and more in-depth discussion of the Company's risk management see the Company's Consolidated Financial Statements for the year ended December 31, 2023.

Advisory

Forward Looking Statements

This MD&A may include forward-looking statements including opinions, assumptions, estimates and management's assessment of future plans and operations, expected depletion, depreciation and accretion expenses, expectations as to the taxability of the Company and planned capital expenditures and the timing and funding thereof. When used in this document, the words "anticipate," "believe," "estimate," "expect," "intent," "may," "project," "plan", "should" and similar expressions are intended to be among the statements that identify forward-looking statements. Forward-looking statements are subject to a wide range of risks and uncertainties, and although the Company believes that the expectations represented by such forward-looking statements are reasonable, there can be no assurance that such expectations will be realized. Any number of important factors could cause actual results to differ materially from those in the forward-looking statements including, but not limited to, the outcome of the strategic review process, risks associated with petroleum and natural gas exploration, development, exploitation, production, marketing and transportation, the volatility of petroleum and natural gas prices, currency fluctuations, the ability to implement corporate strategies, the ability to repatriate funds from Argentina, the state of domestic capital markets, the ability to obtain financing, incorrect assessment of the value of acquisitions, failure to realize the anticipated benefits of acquisitions, changes in petroleum and natural gas acquisition and drilling programs, delays resulting from inability to obtain required regulatory approvals, delays resulting from inability to obtain drilling rigs and other services, labour supply risks, environmental risks, competition from other producers, imprecision of reserve estimates, changes in general economic conditions, ability to execute farm-in and farm-out opportunities, and other factors, all of which are more fully described from time to time in the reports and filings made by the Company with securities regulatory authorities.

The forward looking statements contained in this MD&A are expressly qualified by this cautionary statement. Readers are cautioned not to place undue reliance on forward-looking statements, as no assurances can be given as to future results, levels of activity or achievements. Except as required by applicable securities laws, the Company does not undertake any obligation to publicly update or revise any forward-looking statements.