

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

We are pleased to invite you to the annual general and special meeting (the “**Meeting**”) of **Canter Resources Corp.** (the “**Company**”) which will be held virtually via Microsoft Teams on **Wednesday, May 7, 2025 at 10:00 am (Pacific Time)** for the following purposes:

1. To receive the audited financial statements of the Company for the financial year ended June 30, 2024, the auditor’s report thereon and the management’s discussion and analysis for the financial year ended June 30, 2024;
2. To fix the number of directors for the ensuing year at four (4);
3. To elect directors of the Company for the ensuing year;
4. To re-appoint Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and to authorize the board of directors to fix the auditor’s remuneration;
5. To consider and, if thought fit, pass an ordinary resolution, to re-approve the continuation of the 10% rolling stock option plan of the Company, as more particularly described in the Company’s management information circular (the “**Circular**”);
6. To consider and, if thought fit, pass a special resolution, to approve an amendment to the Company’s Articles, as more particularly described in the Company’s Circular; and
7. To transact such other business as may properly come before the Meeting or at any adjournment thereof.

The Meeting will be held in virtual only format, which will be conducted via Microsoft Teams. The Company is offering shareholders the ability to listen and participate (but not vote) at the Meeting in real time. Registered shareholders and validly appointed proxyholders may attend the Meeting at:

Join from the Meeting Link:

Meeting Link: <https://www.microsoft.com/en-ca/microsoft-teams/join-a-meeting>
Meeting ID: 223 876 091 612
Passcode: pj9Pi3x7

The Meeting will also consider any permitted amendment to or variation of any matter identified in this notice, and transact such other business as may properly come before the Meeting or any adjournment thereof.

Notice-and-Access Provisions

The Company has chosen to use provisions of National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 *Continuous Disclosure Obligations* (together the “**Notice-and-Access Provisions**”) for this Meeting. Notice-and-Access Provisions are a set of rules developed by the Canadian Securities Administrators, which aim to reduce the volume of printed materials to be mailed to shareholders by allowing the Company to post its Circular and any additional materials online. Shareholders will receive this Notice of Meeting and a form of proxy (together the “**notice package**”), and a shareholder may choose to receive a paper copy of the Circular. The Company will not use ‘stratification’ in relation to Notice-and-Access Provisions, which occurs when an issuer using Notice-and-Access Provisions provides a paper copy of the Circular to some shareholders with the notice package. In relation to the Meeting, all shareholders will receive the required documentation under Notice-and-Access Provisions, which will not include a paper copy of the Circular.

This Notice also explains how you may request a paper copy of the Circular, if that is your preference. You will not obtain a paper copy of our Circular unless you request it, even if you have received paper copies in the past. See the instructions below under “How to Request a Paper Copy of the Meeting Materials”.

We are using *notice-and-access* because it gives our shareholders the information they need to vote their common shares in the format of their choice, while substantially reducing our printing and mailing costs, and having less environmental impact. Under the Notice-and-Access Provisions, Meeting related materials will be available for viewing for up to one year from the date of posting and a paper copy of the materials can be requested at any time during this period.

A copy of the Circular is posted for viewing and available on the Company’s website at <https://canterresources.com/corporate/company-documents>. **Please review the Circular before voting.**

HOW TO VOTE IF YOU ARE A REGISTERED SHAREHOLDER

You cannot vote by returning this notice. Shareholders are encouraged to review the Circular for guidance on how to vote their common shares, which is also described below.

Registered shareholders electing to submit a form of proxy (“**Proxy**”) may do so no later than **10:00 am (Pacific Time) on Monday, May 5, 2025** (the “**Voting Deadline**”) by:

- (a) completing, dating and signing the enclosed Proxy and returning it to Odyssey Trust Company (the “**Transfer Agent**”) at Suite 702, 67 Yonge Street, Toronto, Ontario M5E 1J8;
- (b) by email to proxy@odysseytrust.com; or
- (c) using the internet through <https://login.odysseytrust.com/pxlogin> and click VOTE. You will require the CONTROL NUMBER printed with your address to the right on your Proxy form. If you vote via the Internet, do not mail the Proxy form in.

HOW TO VOTE IF YOU ARE A NON-REGISTERED SHAREHOLDER

If your common shares are held in a brokerage account you are not a registered shareholder. Unregistered shareholders must follow the instructions set out in the voting instruction form (“**VIF**”) provided by their intermediary to ensure that their common shares will be voted at the Meeting. If you have not received such a request, please contact your intermediary.

Option A:

Complete the VIF and deliver it to Broadridge Financial Solutions, Inc. at the below address for receipt no later than the Voting Deadline.

Broadridge Financial Solutions, Inc.
Data Processing Centre
PO Box 3700, STN Industrial Park
Markham, ON L3R 9Z9

Option B:

Vote on the Internet or by telephone (if available) no later than the Voting Deadline. For this purpose, have your control number on your VIF available in order to vote.

APPOINTING A PROXYHOLDER

If you wish to appoint yourself or a third-party proxyholder to represent you at the Meeting, you **MUST** submit the Proxy or VIF appointing yourself or such proxyholder by the Voting Deadline and then submitting it to the Transfer Agent at <https://login.odysseytrust.com/pxlogin>, no later than the Voting Deadline.

HOW TO REQUEST A PAPER COPY OF THE MEETING MATERIALS

A copy of the Circular and audited financial statements are available on SEDAR+ at www.sedarplus.ca under the Company's SEDAR+ profile and at the Company's website at <https://canterresources.com/corporate/company-documents>. The Company will, on request, provide a paper copy of the Circular or the audited financial statements to any shareholder, free of charge, for a period of one year from the date the Meeting materials were filed on SEDAR+.

Any shareholder who wishes to receive a paper copy of the Circular or obtain additional information about the Notice-and-Access Provisions should contact the Company at c/o Suite 400 – 1681 Chestnut Street, Vancouver, British Columbia, V6J 4M6 or call 604.737.2303.

If your request is made before May 7, 2025 (the date of the Meeting), the Meeting materials will be sent to you within three business days of receiving your request. If the request is made on or after May 7, 2025, the Meeting materials will be sent to you within ten calendar days of receiving your request. To ensure receipt of the paper copy in advance of the Voting Deadline and Meeting date, we estimate that your request must be received no later than April 30, 2025 (this factors the three-business day period for processing requests as well as typical mailing times).

If you have any questions regarding this notice or the Meeting, please call the Company at 604.737.2303. If you have any questions regarding the Notice-and-Access Provisions or how to vote your common shares, please contact the Transfer Agent at 1-888-290-1175 (toll-free within North America) or 1-587-885-0960 (direct from outside North America).

DATED at Vancouver, British Columbia, this 25th day of March, 2025.

CANTER RESOURCES CORP.

"Joness Lang"

Joness Lang
CEO