

**CANTER RESOURCES CORP.**  
(the “Company”)

**NOTICE OF CORPORATE POLICIES**

**Updated as at August 20, 2024**

The Company has adopted the corporate codes and policies described below. All Company personnel are required to comply with the codes policies, copies of which are available from the CFO. Should you have any questions regarding a particular code or policy or its application, please contact the CEO or the CFO.

**Insider Trading Policy** – This policy sets out the rules on trading and dealing in securities under applicable securities laws and the stock exchange rules. Generally, a person who possesses material information not known to the public may not buy or sell securities of the Company until adequate disclosure of such information has been made. Regulatory authorities may commence criminal proceedings or seek a monetary penalty if persons trade upon undisclosed material information. It is also illegal to leak non-public information to others who use it in their trading activities. This policy also prohibits trading in securities of the Company during certain “black-out” periods, which include the periods prior the release of quarterly and annual financial information.

**Whistleblower Policy** - This policy establishes procedures for the receipt, retention, and treatment of complaints regarding accounting, internal accounting controls, auditing matters or violations to the Company’s Code of Business Conduct and Ethics. It provides the submission by employees, on a confidential and anonymous basis, of concerns regarding questionable accounting, auditing matters or violations to the Code of Business Conduct and Ethics. The Company prohibits discrimination, harassment and/or retaliation against any personnel who report complaints regarding these matters or who provide information or otherwise assist in an investigation regarding any illegal conduct.

**Environmental, Social and Governance Policy** – This policy establishes procedures for sustainable development of the Company’s business strategy as it plans, executes and manages exploration, development and operating programs. In addition, this policy sets out governance practices that ensure oversight and proper execution of the Company’s policy, to minimize risks to shared environment by engaging in best practices and innovations associated with waste and water management. The Company endeavors to maintain best practices and high standards in health, safety, environment and community development.

**Technical Advisory Committee Charter** – this charter sets out the responsibilities of the Technical Advisory Committee who will oversee matters related to (i) review and disclosure of mineral reserves and resources; and (ii) review of other technical, operational, and material project matters. The Technical Advisory Committee is also charged with reviewing, evaluating, and making recommendations to the board of directors with respect to technology and innovation matters.

**Compensation Committee Charter** – this charter sets out the responsibilities of the Compensation Committee who will assist the board of directors in fulfilling its responsibilities relating to matters of human resources and compensation, including equity compensation, and to establish a plan of continuity and development of senior management. The Compensation Committee has responsibility for evaluating and making recommendations to the board of directors regarding the compensation of the Company’s CEO, the range of compensation for other executives, and the equity-based and incentive compensation plans, policies and programs of the Company. The Compensation Committee will also review and recommend to the Board the compensation payable to directors.