

CANTER RESOURCES CORP.
(the “Company”)

TECHNICAL ADVISORY COMMITTEE CHARTER

1. Purpose

The Technical Advisory Committee (the “Committee”) is established by the board of directors (the “Board”) of the Company. The primary purpose of the Committee is to assist management with the review of the Company’s quarterly technical results and exploration plans and to make recommendations to the Board for the Company’s proposed exploration programs. The Committee is also charged with reviewing, evaluating, and making recommendations to the Board with respect to technology and innovation matters. The Committee will meet once every quarter with management of the Company.

2. Responsibilities

Reserves & Resources Matters

In assisting the Board and management of the Company in fulfilling its responsibilities with respect to reserves and resource matters, the Committee shall:

- a. periodically receive reports from management responsible for reserve and resource estimation and reporting, review disclosure required pursuant to National Instrument 43-101 *Standards of Disclosure for Mineral Projects* and other technical disclosure;
- b. review regulatory requirements regarding the estimation of mineral reserves and resources and any changes thereto; and
- c. recommend to the Board the approval of appropriate policies and practices of the Company in the estimation and reporting of mineral reserves and resources data and in connection therewith:
 - i. consider the adequacy of such procedures,
 - ii. review compliance with applicable regulations and policies, and
 - iii. make appropriate reports and recommendations to the Board concerning the disclosure of the Company’s reserves and resources.

In particular, the Committee shall:

- a. review the Company’s procedures relating to the preparation and disclosure of mineral reserve and resource estimates;
- b. annually review and approve the qualifications of persons acting as “qualified persons” for purposes of National Instrument 43-101 in respect of the Company’s mineral reserve and resource reporting;
- c. review the Company’s annual mineral reserve and resource estimates prior to public disclosure including:
 - i. reviewing and approving the material economic and other assumptions supporting the Company’s reserve and resource estimates.
 - ii. reviewing any third-party audit of reserve and resource estimates for material properties,

- iii. reviewing any material change to the Company's mineral reserves and resources and the disclosure related thereto, and
- iv. making recommendations to the Board with respect to the content, filing, and release of such disclosure, as applicable.

3. Technical Matters

With respect to technical, operational and project matters, the Committee:

- a. shall receive periodic updates from management on various technical and operational matters, which may include:
 - i. annual exploration plans and budgets, to be reviewed by the Committee on a quarterly basis;
 - ii. progress of project studies and capital construction projects at the Company's mines and projects;
 - iii. technical merits associated with new material projects or acquisitions under consideration;
 - iv. significant technical risks of the Company's mines and projects, including the top technical risks identified by management and the controls in place to mitigate those risks; and
 - v. exploration, geological, mining, metallurgical and other technical issues of significant concern as raised by the Board or management.
- b. make visits, as a Committee or individually, to project sites in order to become familiar with the project and review relevant objectives, procedures, and performance against plan; and
- c. review such other technical and project related matters as the Committee considers advisable or the Board may specifically request the Committee to review.

4. Contract Approval Matters

The Committee shall review and recommend to the Board the approval of contracts or commitments that require Board approval related to:

- a. appropriation requisitions related to capital spending on project or technology matters;
- b. strategic sourcing agreements; and
- c. such other matters within the Committee's mandate, as determined by the Board Chair.

5. Member Qualifications

The Committee shall consist of no fewer than three members. All of the members of the Committee shall be independent directors for the purposes of any applicable corporate, securities, or other legislation or any applicable rule, regulation, instrument, policy, guideline, or interpretation under such legislation.

6. Member Appointment and Removal

The members of the Committee shall be appointed by the Board annually at the time of each annual meeting of shareholders and shall hold office until the next annual meeting, or until they are removed by the Board or until they cease to be directors of the Company.

7. Quorum

A quorum for the Committee shall be a majority of the members.

8. Structure and Operations

The Board shall appoint a Chair of the Committee who, in consultation with the Committee members, shall determine the schedule and frequency of Committee meetings, provided that the Committee shall meet at least twice per year. The Committee may invite any person to attend meetings to assist in the discussion of the matters under consideration by the Committee. Decisions at meetings of the Committee will be made by simple majority vote and the Chair shall not have a casting vote. The Committee may also take action evidenced by a written consent resolution signed by all members of the Committee, which resolution may be signed in counterparts.

9. Manner of Reporting to the Board

The Committee shall fix its own procedures, keep records of its proceedings, and report to the Board when the Committee may deem appropriate (but not later than the next meeting of the Board). The Board shall be promptly advised of any decisions taken by the Committee, and minutes of any Committee meeting will be provided to the Board.

The Committee shall advise the Board, either orally or in writing, of any matters that the Committee believes have or could have a material effect on the reserves and/or resources and financial condition or affairs of the Company and make appropriate recommendations to the Board in respect of any matters requiring Board approval that are within the Committee's mandate.

10. Engagement of Outside Advisors

The Committee, when it considers necessary or advisable, may retain, at the Company's expense, outside consultants or advisors to assist or advise the Committee independently on any matter within its mandate. The Committee shall have the sole authority to retain and terminate any such consultant or advisor, including sole authority to approve the fees and other terms of the engagement.

11. Review of the Charter

The Committee shall annually assess the adequacy of this Charter and recommend any changes to the Board for approval, taking into account any applicable legislative and regulatory requirements and best practice guidelines.

12. Annual Review and Assessment

The Committee's performance, including its compliance with this Charter, shall be evaluated annually in accordance with a process approved by the Board and the results of that evaluation shall be reported to the Committee and to the Board.

13. Effective Date

This policy is effective as of August 20, 2024.