

CANTER RESOURCES CORP.
Suite 918- 1030 West Georgia Street
Vancouver, British Columbia, V6E 2Y3

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS GIVEN that the annual general and special meeting (the "**Meeting**") of the shareholders of **CANTER RESOURCES CORP.** (the "**Company**") will be held at Suite 918 - 1030 West Georgia Street, Vancouver, British Columbia by teleconference using the access information provided in the information circular accompanying this Notice, on Friday, December 2, 2022 at **10:00 a.m.** (Pacific Time) for the following purposes:

1. to receive the audited financial statements of the Company for the fiscal year ending June 30, 2022, together with the auditor's report therein;
2. to fix the number of directors at three (3) for the ensuing year;
3. to elect the directors for the ensuing year;
4. to appoint Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants as the Company's auditors for the ensuing fiscal year at a remuneration to be fixed by the directors;
5. to consider and, if thought fit, to pass, an ordinary resolution to approve the Company's 10% Rolling Stock Option Plan; and
6. to transact such other business as may be properly brought before the Meeting or any adjournment(s) thereof.

The specific details of the foregoing matters to be put before the Meeting are set forth in the information circular (the "**Circular**") accompanying this notice. The audited financial statements and related MD&A for the Company for the financial year ended June 30, 2022 have already been mailed to those shareholders who have previously requested to receive them. Otherwise, they are available upon request to the Company or they can be found on SEDAR at www.sedar.com.

This notice is accompanied by the Circular, a form of proxy and a supplemental mailing list return card.

The board of directors of the Company (the "**Board**") has, by resolution, fixed the close of business on October 31, 2022 as the record date, being the date for the determination of the registered holders of common shares of the Company entitled to notice of and to vote at the Meeting and any adjournment(s) thereof.

Due to the COVID19 Pandemic and to mitigate risks to the health and safety of the Company's shareholders, employees and other stakeholders, the Company will also be holding its Meeting via conference call. Therefore, in order to vote, registered shareholders of the Company are asked to complete, date and sign the accompanying form of proxy, or another suitable form of proxy, and deposit it with the Company's transfer agent, Computershare Investor Services Inc., Proxy Dept., 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, FACSIMILE (within North America) 1-866-249-7775 (outside North America) (416) 263-9524, by mail or

fax, no later than forty eight (48) hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or adjournment thereof. The Company respectfully asks that shareholders not attend the Meeting in person and strongly recommends that shareholders vote by Proxy in advance.

Your vote is important regardless of the number of common shares you own. Registered shareholders who are unable to attend the Meeting or any postponement or adjournment thereof in person are requested to complete, date, sign and return the enclosed form of proxy or, alternatively, to vote by telephone, or over the Internet, in each case in accordance with the enclosed instructions.

Non-registered shareholders who receive these materials through their broker or other intermediary are requested to follow the instructions for voting provided by their broker or intermediary, which may include the completion and delivery of a voting instruction form.

DATED at Vancouver, British Columbia, this 3rd day of November, 2022.

BY ORDER OF THE BOARD

"Hani Zabaneh"

Hani Zabaneh
CEO and Director