

**Form 51-102F3**  
**Material Change Report**

**Item 1. Name and Address of Company**

Canter Resources Corp. (the “**Company**” or “**Canter**”)  
918 – 1030 West Georgia St.,  
Vancouver, BC V6E 2Y3

**Item 2. Date of Material Change**

November 21, 2023

**Item 3. News Release**

A news release was issued by the Company via Newsfile Corp. and filed on SEDAR+ on November 21, 2023.

**Item 4. Summary of Material Change**

On November 21, 2023 the Company announced that it has completed the acquisition of Altitude Ventures Corp.

**Item 5. Full Description of Material Change**

On November 21, 2023 the Company announced that, further to its news release dated November 13, 2023, it has completed the acquisition of Altitude Ventures Corp. (“**Altitude**”) pursuant to the terms of an amalgamation agreement dated November 10, 2023 (the “**Amalgamation Agreement**”) among Canter, Canter’s wholly-owned subsidiary, 1447235 B.C. Ltd. (“**Subco**”), and Altitude (the “**Transaction**”).

The Transaction was completed by way of a three-cornered amalgamation under the *Business Corporation Act* (British Columbia) among Canter, Subco and Altitude. Pursuant to the Transaction, Altitude amalgamated with Subco and the holders of shares of Altitude (the “**Altitude Shares**”) each received one common share of Canter (a “**Canter Share**”) for every one Altitude Share. The Company issued a total of 18,020,001 Canter Shares to the shareholders of Altitude as consideration for all of the outstanding Altitude Shares pursuant to the Transaction. The amalgamated company became a wholly-owned subsidiary of Canter. No finder’s fees were paid in connection with the Transaction.

Altitude holds the sole option to acquire a 100% interest of the 23,000-acre lithium exploration project located in the Columbus Salt Marsh Basin, Esmerelda County, Nevada, USA, being the “Columbus Lithium-Boron Project”. In addition, Altitude holds a 100% interest in certain Beaver Creek lithium occurrences located in the town of Lincoln, Montana, USA, being the “Beaver Creek Property”. For additional details regarding the Columbus Lithium-Boron Property and the Montana Property, see the Company’s news release dated November 13, 2023 available on the Company’s SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca).

**Item 6.        Reliance on subsection 7.1(2) of National Instrument 51-102**

Not Applicable

**Item 7.        Omitted Information**

Not Applicable.

**Item 8.        Executive Officer**

Contact:        Hani Zabaneh  
Telephone:      (604) 628-2669

**Item 9.        Date of Report**

November 22, 2023