

CANTER RESOURCES CORP.

Condensed Interim Financial Statements
For the three months ended September 30, 2023 and 2022

Expressed in Canadian Dollars

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3) (a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim financial statements of Canter Resources Corp. (the "Company") have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Chartered Professional Accountants of Canada for a review of the interim financial statements by an entity's auditor.

CANTER RESOURCES CORP.

Condensed Interim Statements of Financial Position
(Unaudited - Expressed in Canadian Dollars)

	September 30, 2023	June 30, 2023
Assets		
Current assets		
Cash	\$ 1,235,776	\$ 4,279
GST receivable	1,722	18,613
	1,237,498	22,892
Exploration and evaluation assets (Note 3)	14,123	14,123
Deposit (Note 3)	23,328	23,328
Total assets	\$ 1,274,949	\$ 60,343
Liabilities and shareholders' equity		
Current liabilities		
Accounts payable and accrued liabilities (Note 4)	\$ 64,986	\$ 38,806
	64,986	38,806
Shareholders' Equity		
Share capital (Note 6)	1,822,320	607,927
Reserve (Note 6)	10,836	-
Deficit	(623,193)	(586,390)
Total Shareholders' Equity	1,209,963	21,537
Total Liabilities and Shareholders' Equity	\$ 1,274,949	\$ 60,343

Nature of operations (Note 1)

Subsequent event (Note 9)

Approved on behalf of the Board effective November 24, 2023:

/s/ Hani Zabaneh

Hani Zabaneh, CEO and Director

/s/ Brian Goss

Brian Goss, Director

The accompanying notes are an integral part of these condensed interim financial statements.

CANTER RESOURCES CORP.

Condensed Interim Statements of Loss and Comprehensive Loss

(Unaudited - Expressed in Canadian Dollars)

	Three months ended	
	September 30, 2023	September 30, 2022
Expenses		
General and administrative	\$ 8,255	\$ 8,131
Transfer agent and filing fees	3,900	1,083
Consulting fees (Note 5)	10,755	9,000
Professional fees	3,821	605
Stock based compensation (Note 6)	10,836	-
Foreign exchange loss (gain)	(394)	-
Operating expenses	\$ 37,173	\$ 18,819
Interest income	(370)	-
Net loss and comprehensive loss	\$ 36,803	\$ 18,819
Basic and diluted loss per share	\$ 0.00	\$ 0.00
Weighted average number of common shares outstanding – basic and diluted	12,505,478	11,233,507

The accompanying notes are an integral part of these condensed interim financial statements.

CANTER RESOURCES CORP.Condensed Interim Statements of Changes in Shareholders' Equity
(Unaudited - Expressed in Canadian Dollars)

	Number of shares	Amount	Reserve	Deficit	Shareholders' Equity
Balance, June 30, 2022	11,722,000	\$ 593,427	\$ -	\$ (262,420)	\$ 331,007
Shares issued for exploration and evaluation asset (Notes 3 and 6)	150,000	7,500	-	-	7,500
Net and comprehensive loss	-	-	-	(18,819)	(18,819)
Balance, September 30, 2022	11,872,000	\$ 600,927	-	\$ (281,239)	\$ 319,688
Balance, June 30, 2023	11,972,000	\$ 607,927	\$ -	\$ (586,390)	\$ 21,537
Shares issued for private placement (Note 6)	12,270,000	1,214,393	-	-	1,214,393
Stock based compensation (Note 6)	-	-	10,836	-	10,836
Net and comprehensive loss	-	-	-	(36,803)	(36,803)
Balance, September 30, 2023	24,242,000	\$ 1,822,320	\$ 10,836	\$ (623,193)	\$ 1,209,963

The accompanying notes are an integral part of these condensed interim financial statements.

CANTER RESOURCES CORP.

Condensed Interim Statements of Cash Flows

(Unaudited - Expressed in Canadian Dollars)

	For the three months ended September 30, 2023	For the three months ended September 30, 2022
Net Loss	\$ (36,803)	\$ (18,819)
Non-cash items		
Stock based compensation	10,836	-
Changes in non-cash working capital balances		
Amounts receivable	16,891	(2,084)
Accounts payable and accrued liabilities	26,180	73
Cash provided by (used in) operating activities	17,104	(20,830)
Cash used in investing activities		
Exploration and evaluation assets	-	(80,363)
Cash used in investing activities	-	(80,363)
Cash provided by financing activities		
Proceeds from issuance of common shares, net of issuance costs	1,214,393	-
Cash provided by financing activities	1,214,393	-
Increase (decrease) in cash	1,231,497	(101,193)
Cash, beginning of the period	4,279	220,304
Cash, end of the period	\$ 1,235,776	\$ 119,111
Supplemental cash flow information:		
Exploration and evaluation assets included in accounts payable and accrued liabilities	\$ 5,334	\$ 22,595
Fair value of shares issued for exploration and evaluation assets	\$ -	\$ 7,500
Interest paid	\$ -	\$ -
Taxes Paid	\$ -	\$ -

The accompanying notes are an integral part of these condensed interim financial statements.

CANTER RESOURCES CORP.

Notes to Condensed Interim Financial Statements

For the Three Months Ended September 30, 2023 and 2022

(Unaudited - Expressed in Canadian Dollars)

1. Nature of Operations

Canter Resources Corp. (the “Company”) was incorporated under the British Columbia Business Corporations Act on March 7, 2018. On November 15, 2021, the Company changed its name from Canter Capital Corp. to Canter Resources Corp. The Company is engaged in the exploration and evaluation of resource properties in Canada. On July 21, 2021, the Company signed an option agreement with Eagle Plains Resources Ltd. (“Eagle Plains”) to acquire an undivided 60% interest in a mineral property located in Saskatchewan which was abandoned on January 25, 2023 (Note 3). The Company entered a new option agreement with Eagle Plains on January 23, 2023 to acquire undivided 60% interest in the Puzzle Lake Property (Note 3).

Subsequent to period end on November 10, 2023 the Company entered into an amalgamation agreement with Altitude Ventures Ltd. (“Altitude”) to acquire all of the issued and outstanding common shares of Altitude by way of a three-cornered amalgamation (Note 9).

The head office of the Company is located at Suite 918 – 1030 West Georgia Street, Vancouver, British Columbia, V6E 2Y3 and the registered and records office of the Company is located at Suite 400 – 725 Granville Street, Vancouver, British Columbia, V7Y 1G5. On December 31, 2021, the Company’s common shares began trading on the Canadian Securities Exchange (“CSE”) under the ticker CRC.

The Company is in the exploration stage and its principal business activity is the sourcing and exploration of exploration and evaluation assets in British Columbia. The Company is in the process of exploring and evaluating its exploration and evaluation assets and has not yet determined whether these assets contain ore reserves that are economically recoverable. The recoverability of amounts shown for exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development and upon future profitable production or proceeds from the disposition thereof.

These interim financial statements are prepared on a going concern basis, which assumes that the Company will continue its operations for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. The Company has incurred losses since its inception and has an accumulated deficit of \$623,193 at September 30, 2023, (June 30, 2023 - \$586,390) which has been funded primarily by the issuance of shares. The Company’s ability to continue its operations and to realize assets at their carrying values is dependent upon obtaining additional financing or maintaining continued support from its shareholders and creditors and generating profitable operations in the future. The Company has been successful in the past in raising funds for operations by issuing shares but there is a material uncertainty which may cast significant doubt about the Company’s ability to continue as a going concern. If the Company is unable to raise the necessary capital and generate sufficient cash flows to meet obligations as they come due, the Company may have to reduce or curtail its activities or obtain financing at unfavorable terms. Furthermore, failure to continue as a going concern would require the Company’s assets and liabilities be restated on a liquidation basis which would differ significantly from the going concern basis. These interim financial statements do not include any adjustments to the amounts and classification of assets and liabilities that may be necessary should the Company be unable to continue as a going concern. Such adjustments may be material.

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Notes to Condensed Interim Financial Statements

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2. Basis of Presentation and Material Accounting Policy Information

These interim financial statements have been prepared in accordance with International Accounting Standard (“IAS”) 34, *Interim Financial Reporting*, as issued by the International Accounting Standards Board (“IASB”). Accordingly, certain information and footnote disclosure normally included in annual financial statements prepared in accordance with International Financial Reporting Standards (“IFRS”) have been omitted or condensed, and therefore these interim financial statements should be read in conjunction with the Company’s June 30, 2023 and 2022 audited annual financial statements and the notes to such financial statements.

These interim financial statements were authorized for issuance by the Company’s Board of Directors, and follow the same accounting policies and methods of computation as the most recent annual financial statements.

The accounting policies followed by the Company are set out in Note 3 to the Company’s audited financial statements for the year ended June 30, 2023 and have been consistently followed in the preparation of these condensed interim financial statements. In the current year, the Company has applied the following amendments to IFRS Standards and Interpretations issued by the IASB that were effective for annual periods that begin on or after January 1, 2023. Their adoption has not had any material impact on the disclosures or on the amounts reported in these condensed interim financial statements.

Amendments to IAS 1 Presentation of Financial Statements and IFRS Practice Statement 2 Making Materiality Judgments – Disclosure of Accounting Policies

The amendments change the requirements in IAS 1 with regard to disclosure of accounting policies. The amendments replace all instances of the term “significant accounting policies” with “material accounting policy information.” Accounting policy information is material if, when considered together with other information included in an entity’s financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements.

The supporting paragraphs in IAS 1 are also amended to clarify that accounting policy information that relates to immaterial transactions, other events or conditions is immaterial and need not be disclosed. Accounting policy information may be material because of the nature of the related transactions, other events or conditions, even if the amounts are immaterial. However, not all accounting policy information relating to material transactions, other events or conditions is itself material. The IASB has also developed guidance and examples to explain and demonstrate the application of the ‘four-step materiality process’ described in IFRS Practice Statement 2.

The amendments were applied effective July 1, 2023 and did not have a material impact on the Company’s condensed interim financial statements.

3. Exploration and Evaluation (“E&E”) Asset

On May 11, 2021, the Company signed a letter of intent (the “LOI”) with Eagles Plains whereby the Company has the option to acquire a 60% interest in twelve mineral claims located approximately 40 km northwest of Creighton, Saskatchewan (the “Project”). On July 21, 2021, the Company signed a definitive option agreement (the “Agreement”) with respect to the Project. The Agreement required aggregate cash consideration of \$500,000, the issuance of 1,000,000 common shares of the Company and a minimum of \$5,000,000 in exploration expenditures, to be incurred over a period of four years, according to the following schedule:

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Notes to Condensed Interim Financial Statements

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(Unaudited - Expressed in Canadian Dollars)

3. Exploration and Evaluation (“E&E”) Asset (continued)

Cash payments:

- (i) \$10,000 upon signing of the LOI, which was expensed (paid);
- (ii) \$20,000 upon listing on a national Canadian stock exchange or December 20, 2021 (paid);
- (iii) \$35,000 on or before July 31, 2022 (paid);
- (iv) \$50,000 on or before December 31, 2022;
- (v) \$75,000 on or before December 31, 2023;
- (vi) \$120,000 on or before December 31, 2024; and
- (vii) \$200,000 on or before December 31, 2025.

Share issuances:

- (i) 150,000 common shares upon listing on a national Canadian stock exchange and obtaining all necessary regulatory approvals on or before December 20, 2021 (issued with a fair value of \$15,000 – Note 6);
- (ii) 150,000 common shares on or before July 31, 2022 (issued with a fair value of \$7,500 - Note 6);
- (iii) 150,000 common shares on or before December 31, 2022;
- (iv) 150,000 common shares on or before December 31, 2023;
- (v) 200,000 common shares on or before December 31, 2024; and
- (vi) 200,000 common shares on or before December 31, 2025.

Exploration expenditures:

- (i) \$100,000 on or before July 31, 2022;
- (ii) \$500,000 on or before December 31, 2022;
- (iii) \$800,000 on or before December 31, 2023;
- (iv) \$1,600,000 on or before December 31, 2024; and
- (v) \$2,000,000 on or before December 31, 2025.

The Company did not make the required cash payment, share issuance or exploration expenditures required by December 31, 2022 and has abandoned the Schott Lake Property on January 25, 2023. The Company recorded a write down of the Schotts Lake Property of \$201,638 during year ended June 30, 2023. The Company has a remaining balance of \$23,328 on deposit with Eagle Plains, which will be applied to future invoices.

On January 23, 2023, the Company signed an option agreement (the “Option Agreement”) with Eagle Plains, whereby the Company has an option to acquire up to a 60% interest in six mineral claims located Saskatchewan with respect to the Puzzle Lake Property. The Agreement requires the Company, over a period of five years, to pay aggregate cash consideration of \$250,000, issue 1,000,000 common shares of the Company and incur a minimum of \$3,000,000 in exploration expenditures, according to the following schedule:

Cash payments:

- (i) \$40,000 in cash on or before December 31, 2023;
- (ii) \$50,000 in cash on or before December 31, 2024;
- (iii) \$60,000 in cash on or before December 31, 2025; and
- (iv) \$100,000 in cash on or before December 31, 2026.

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(Unaudited - Expressed in Canadian Dollars)

3. Exploration and Evaluation (“E&E”) Asset (continued)

Share issuances:

- (i) 100,000 shares, to be issued on execution of the Option Agreement, to be executed on or before January 31, 2023; (issued with a fair value of \$7,000 - Note 6)
- (ii) 100,000 shares on or before December 31, 2023;
- (iii) 200,000 shares on or before December 31, 2024;
- (iv) 200,000 shares on or before December 31, 2025; and
- (v) 400,000 shares on or before December 31, 2026.

Exploration expenditures:

- (i) \$100,000 on or before December 31, 2023;
- (ii) additional \$200,000 on or before December 31, 2024;
- (iii) additional \$300,000 on or before December 31, 2025;
- (iv) additional \$900,000 on or before December 31, 2026; and
- (v) additional \$1,500,000 on or before December 31, 2027.

Property acquisition costs	Schotts Lake		Puzzle Lake		Total
Balance, June 30, 2022	\$	35,000	\$	-	\$ 35,000
Additions		42,500		7,000	49,500
Balance, June 30, 2023	\$	77,500	\$	7,000	\$ 84,500
Additions		-		-	-
Balance, September 30, 2023	\$	77,500	\$	7,000	\$ 84,500
Exploration and evaluation costs					
Balance, June 30, 2022	\$	66,259	\$	-	\$ 66,259
Consulting		57,879		7,123	65,002
Balance, June 30, 2023	\$	124,138	\$	7,123	\$ 131,261
Consulting		-		-	-
Balance, September 30, 2023	\$	124,138	\$	7,123	\$ 131,261
Write-down of property	\$	(201,638)	\$	-	(201,638)
Total, June 30, 2023	\$	-	\$	14,123	\$ 14,123
Total, September 30, 2023	\$	-	\$	14,123	\$ 14,123

4. Accounts Payable and Accrued Liabilities

As at September 30, 2023 and June 30, 2023, the Company's accounts payable and accrued liabilities are composed of the following:

	September 30, 2023		June 30, 2023	
Accounts payable	\$	35,134	\$	13,286
Accrued liabilities		29,852		25,520
Total	\$	64,986	\$	38,806

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(Unaudited - Expressed in Canadian Dollars)

5. Related Parties

The Company's related parties consist of its key management personnel, including its directors and officers.

During the normal course of business, the Company enters into transactions with its related parties that are considered to be arm's length transactions and made at normal market prices and on normal commercial terms. Key management compensation for the three months ended September 30, 2023 and 2022 were as follows:

	September 30, 2023	September 30, 2022
Consulting fees	\$ 11,000	\$ 9,000
Stock based compensation	7,469	-
Total	\$ 18,469	\$ 9,000

As at September 30, 2023, the Company owed \$17,775 to related parties (Note 4), in respect of services provided to the Company (June 30, 2023 – \$6,225), which is included in accounts payable and accrued liabilities. The amounts are non-interest bearing, unsecured and due on demand.

6. Share Capital

(a) Authorized

The Company has authorized an unlimited number of common shares with no par value.

(b) Issued

On July 29, 2022, the Company issued 150,000 common shares with a fair value of \$7,500 to Eagle Plains as a share payment pursuant to the Agreement (Note 3).

On January 31, 2023, the Company issued 100,000 common shares with a fair value of \$7,000 to Eagle Plains as a share payment pursuant to the Agreement (Note 3).

On September 27, 2023, the Company issued 12,270,000 common shares at a price of \$0.10 per common share for gross proceeds of \$1,270,000 pursuant to the closing of a non-brokered private placement. The Company incurred share issuance costs of \$12,607.

(c) Stock options

The Company has adopted an incentive stock option plan, which provides that the Board of Directors of the Company may from time-to-time, in its discretion, and in accordance with the CSE requirements, grant to directors, officers, employees and consultants to the Company, non-transferable stock options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed a rolling 10% of the Company's issued and outstanding common shares at the time the options are granted, and that the options granted will have an exercise price of not less than market price and an expiry date of not more than ten years from the date of grant.

On September 8, 2023, the Company granted 580,000 stock options to officers, directors and consultants. Each stock option is exercisable into one common share of the Company at a price of \$0.10 per common share for five years, vesting immediately. The fair value of the stock options was determined to be \$9,627 using the Black-Scholes Option Pricing Model using the following assumptions: risk-free rate of 4.33%, expected life of 5 years, volatility factor of 33% and dividend yield of Nil. The Company recognized \$9,627 in stock based compensation expense during the three months ended September 30, 2023.

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Notes to Condensed Interim Financial Statements

For the Three Months Ended September 30, 2023 and 2022

(Unaudited - Expressed in Canadian Dollars)

6. Share Capital (continued)

On September 27, 2023, the Company granted 75,000 stock options to a consultant of the Company. Each stock option is exercisable into one common share of the Company at a price of \$0.10 per common share for five years, vesting immediately. The fair value of the stock options was determined to be \$1,209 using the Black-Scholes Option Pricing Model using the following assumptions: risk-free rate of 4.33%, expected life of 5 years, volatility factor of 32% and dividend yield of Nil. The Company recognized \$1,209 in stock based compensation expense during the three months ended September 30, 2023.

A continuity schedule of the Company's outstanding stock options as at September 30, 2023 and June 30, 2023 is as follows:

	September 30, 2023		June 30, 2023	
	Number	Weighted	Number	Weighted
	outstanding	average	outstanding	average
		exercise		exercise
		price		price
Outstanding, beginning of year	-	\$ -	-	\$ -
Granted	655,000	\$ 0.10	-	\$ -
Outstanding, end of year	655,000	\$ 0.10	-	\$ -
Exercisable, end of year	655,000	\$ 0.10	-	\$ -

At September 30, 2023, the Company had outstanding stock options exercisable to acquire common shares of the Company as follows:

Expiry date	Options outstanding	Options exercisable	Exercise price	Weighted average remaining contractual life (in years)
September 8, 2028	580,000	580,000	\$ 0.10	4.95
September 27, 2028	75,000	75,000	\$ 0.10	5.00
	655,000	655,000	\$ 0.10	4.95

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Notes to Condensed Interim Financial Statements

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(Unaudited - Expressed in Canadian Dollars)

7. Management of Capital

The Company's capital structure consists of cash and share capital.

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

In order to carry out the planned activities and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management since incorporation. The Company is not subject to external capital requirements.

8. Financial Instruments

(a) Categories of Financial Instruments and Fair Value Measurements

	September 30, 2023	June 30, 2023
Financial assets:		
<i>Fair value through profit or loss</i>		
Cash and cash equivalents	\$ 1,235,776	\$ 4,279
Financial liabilities:		
<i>Amortized cost</i>		
Accounts payable	\$ (35,134)	\$ (13,286)
Net financial assets (liabilities)	\$ 1,200,642	\$ (9,007)

The Company considers that the carrying amount of all its financial assets and liabilities recognized at fair value through profit and loss and amortized cost in the financial statements approximates their fair value due to the demand nature or short-term maturity of these instruments.

(b) Management of Financial Risks

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash. The Company manages its credit risk relating to cash through the use of a major financial institution which has a high credit quality as determined by rating agencies. The Company assessed credit risk as low.

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8. Financial Instruments (continued)

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's liquidity and operating results may be adversely affected if its access to the capital market is hindered. The Company has no source of revenue and has obligations to meet its administrative overheads and to settle amounts payable to its creditors. The Company has been successful in raising equity financing; however, there is no assurance that it will be able to do so in the future. The Company assesses liquidity risk as high.

Foreign Exchange Risk

Foreign exchange risk is the risk that the Company's financial instruments will fluctuate in value as a result of movements in foreign exchange rates. The Company has assets or liabilities denominated in foreign currencies. The Company assesses foreign exchange risk as low.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to interest rate risk.

9. Subsequent events

On November 21, 2023 the Company completed its acquisition of Altitude Ventures Ltd. ("Altitude") pursuant to an amalgamation agreement dated November 10, 2023 to acquire all of the issued and outstanding common shares of Altitude by way of a three-cornered amalgamation (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, Esmeralda 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".

The Transaction was completed by way of a three-cornered amalgamation under the Business Corporation Act (British Columbia) among Canter, Altitude and the Company's wholly-owned subsidiary, 1147235 B.C. Ltd. ("Subco"). Pursuant to the terms of the Amalgamation Agreement, Altitude amalgamated with Subco, and the holders of 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 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.

In connection with the Transaction, the Company advanced a loan of US\$135,000 on November 17, 2023 to Altitude to satisfy certain payment obligations under the Option Agreement (as defined below).

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(Unaudited - Expressed in Canadian Dollars)

9. Subsequent events (continued)

In order to acquire a 100% ownership position in the Columbus Lithium-Boron Property, Altitude must make the following payments and reimbursements to the optionors of the Columbus Lithium-Boron Property (the "Optionors") and incur the following exploration expenditures:

- Within five (5) business days of the effective date of the Option Agreement (the "Effective Date"), US\$160,000, less the previously paid exclusivity fee of US\$25,000, will be payable to the Optionors.
- Within sixty (60) days following the Effective Date, the Optionors will receive 1,750,000 Canter Shares.
- Within twelve (12) months of the Effective Date, the Optionors will receive 1,000,000 additional Canter Shares.
- Within eighteen (18) months from the Effective Date, (i) US\$250,000 will be payable to the Optionors, and (ii) the Optionors will receive 1,000,000 additional Canter Shares.
- On or before the earlier of (i) the date that is twenty-four (24) months from the Effective Date, or (ii) thirty (30) days from the date on which NevadaCo, Altitude or Canter, as may be applicable, publishes a technical report for the Columbus Lithium-Boron Project prepared in accordance with National Instrument 43-101 – Standards of Disclosure for Mineral Projects which includes a current resource estimate on the Columbus Lithium-Boron Project, US\$600,000 will be payable to the Optionors, US\$300,000 of which will be payable in cash and US\$300,000 of which will be payable either in cash or by issuing 1,000,000 additional Canter Shares to the Optionors, at the election of Altitude.
- Within eighteen (18) months following the Effective Date, NevadaCo, Altitude or Canter, as applicable, will spend at least US\$750,000 in exploration expenditures on the Columbus Lithium-Boron Project, including total cumulative drilling in the applicable area of interest of at least 2,000 feet and having used best efforts to retrieve brine samples of a quality suitable for lab assay.

The Optionors will retain a production royalty equal to 2.5% of the gross value from all mineral production from the Columbus Lithium-Boron Project, including any unpatented mining claims located in the applicable area of interest. Altitude may, within thirty-six (36) months of the Effective Date, repurchase 40% of the production royalty (representing 1.0% of the gross value) for a one-time payment of US\$1,500,000. The balance of the production royalty after repurchase will be 1.5% of the gross value.

In addition, in accordance with the terms of the Option Agreement, Altitude expects to enter into a separate water right appurtenance agreement with the Optionors within 45 days of the date of the amalgamation agreement.

On November 16, 2023 the Company commenced trading on the US OTC Pink market under the trading symbol CNRCF.