

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

Canter Resources Corp. (the “Company”)
Suite 400 – 1681 Chestnut Street
Vancouver, BC V6J 4M6

Item 2: Date of Material Change

March 14 and 15, 2024

Item 3: News Release

News releases were issued on March 14, 2024 and March 18, 2024 filed on SEDAR+ at www.sedarplus.ca.

Item 4: Summary of Material Change

The Company announced that it has appointed Alnesh Mohan as the Company’s Chief Financial Officer (CFO) and Jan Urata as the Company’s Corporate Secretary. In a corresponding move, Sarah Hundal stepped down from her CFO and Corporate Secretary role. See Item 5 below for further details.

Item 5.1: Full Description of Material Change

The Company announced that it has appointed Alnesh Mohan as CFO and Jan Urata as Corporate Secretary. In a corresponding move, Sarah Hundal stepped down from her CFO and Corporate Secretary role.

The Company also announced the retention of marketing service providers, as further described below. The Company’s engagement of the service providers is intended to improve the Company’s visibility and prominence in the capital markets in both North America and Europe.

Streetwise Reports

The Company entered into an agreement (the “**Streetwise Agreement**”) with Streetwise Reports (“**Streetwise Reports**”). Pursuant to the Streetwise Agreement, Streetwise Reports has been engaged to create image ads for use on various Streetwise Reports digital platforms and to create a company profile page to be hosted on Streetwise Reports.

Streetwise Reports is a California-based marketing firm established in California that provides its customers with a complete range of services, including basic stock charts, a 15-minute delayed price quote and other stock related data, expert commentary and quotes.

The Streetwise Agreement will remain in effect for a period of five (5) months, commencing on March 15, 2024, and will automatically renew unless earlier terminated by either party upon thirty (30) days’ notice.

In accordance with the terms and conditions of the Streetwise Agreement and as consideration for the services provided by Streetwise, the Company has agreed to remunerate Streetwise Reports a fee of USD\$25,000.

The Company will not issue any securities to Streetwise Reports as compensation for its services. As of the date hereof, to the Company's knowledge, Streetwise Reports (including its directors and officers) does not own any securities of the Company and has an arm's length relationship with the Company.

The contact information for Streetwise Reports is PO Box 1099, Kenwood, CA 95452; Email: cguzman@streetwisereports.com.

High Tide Consulting Corp.

The Company entered into an agreement with High Tide Consulting Corp. (“**High Tide**”). Pursuant to the agreement, High Tide has been engaged to provide corporate and shareholder communications services to the Company.

High Tide is a Vancouver-based consulting company established in 2018 that provides corporate communications and investor relations services for publicly traded companies. The Company's CEO, Kristina Pillon, has fourteen years of capital markets experience focused primarily in the resource sector holding various roles, including 6 years at a Toronto-based boutique exempt market dealer as Head of Retail Marketing and Vice President Institutional Equity Sales. Prior to that, Ms. Pillon acted as Manager of Investor Relations for several junior mining companies.

The agreement will remain in effect for a period of six (6) months, commencing on March 15, 2024. In accordance with the terms and conditions of the agreement and as consideration for the services provided by High Tide, the Company has agreed to remunerate High Tide a fee of CAD\$5,000 per month, plus applicable taxes.

The Company will not issue any common shares to High Tide as compensation for its services. As of the date hereof, to the Company's knowledge, High Tide owns 250,000 common shares of the Company and has an arm's length relationship with the Company.

The contact information for High Tide is 101-22355 48th Avenue, Langley, British Columbia, V3A 3N4 (Gates Law Group); Phone: 604.908.1695; Email: kristina@hightideconsultingcorp.ca.

Red Cloud Securities Inc.

The Company entered into an agreement with Red Cloud Securities Inc. ("**Red Cloud**"). Pursuant to the agreement, Red Cloud has been engaged to provide market-making services to the Company.

Red Cloud is a Toronto-based marketing firm established in 2012 that assists companies navigating the public markets and ensures a fair, tight and liquid market is maintained at all times.

The agreement will remain in effect for a period of three (3) months, commencing on March 15, 2024.

In accordance with the terms and conditions of the agreement and as consideration for the services provided by Red Cloud, the Company has agreed to remunerate Red Cloud a fee of CAD\$5,000 per month.

The Company will not issue any securities to Red Cloud as compensation for its services. As of the date hereof, to the Company's knowledge, Red Cloud (including its directors and officers) does not own any securities of the Company and has an arm's length relationship with the Company.

The contact information for Red Cloud is 120 Adelaide Street West, Suite 1400, Toronto, ON M5H 1T1; Phone: 844-621-1251; Email: info@redcloudfs.com.

Quantum Ventures SEZC

The Company entered into an agreement with Quantum Ventures SEZC ("**Quantum Ventures**"). Pursuant to the agreement, Quantum Ventures has been engaged to provide certain services, including advising with regard to media creation, online awareness strategies, and the introductions to relevant business contacts and appropriate strategic partners.

Quantum Ventures is a Cayman Island-based firm established in 2021 that provides media, awareness and strategic consulting services.

The agreement will remain in effect for a period of six (6) months, commencing on March 15, 2024.

In accordance with the terms and conditions of the agreement and as consideration for the services provided by Quantum Ventures, the Company has agreed to remunerate Quantum Ventures a fee of USD\$60,000. The Company has the option to extend the agreement for an additional six (6) months for a fee of USD\$40,000.

The Company will not issue any securities to Quantum Ventures as compensation for its services. As of the date hereof, to the Company's knowledge, Quantum Ventures (including its directors and officers) does not own any securities of the Company and has an arm's length relationship with the Company.

The contact information for Quantum Ventures is 68 Fort St. PO Box 31726, George Town, Grand Cayman, KY1-1207 Cayman Islands; Phone: 345-516-0270; Email: info@quantumventures.co.

Corporate Update

On March 18, 2024, the Company clarified that, further to its news release of March 14, 2024, Gordon Holmes, a director and officer of Streetwise Reports, owns 250,000 common shares of the Company. Streetwise Reports was engaged by the Company to create image ads for use on various Streetwise Reports digital platforms and to create a company profile page to be hosted on Streetwise Reports.

Item 5.2: Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7: Omitted Information

No information was omitted.

Item 8: Executive Officer

Jones Lang, CEO
jang@canterresources.com

For investor inquiries contact:

Kristina Pillon, High Tide Consulting Corp.
604.908.1695
investors@canterresources.com

Item 9: Date of Report

March 18, 2024