

Canter Resources

CANTER RESOURCES CORP.
Suite 400 – 1681 Chestnut Street
Vancouver, British Columbia V6J 4M6

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Meeting**”) of shareholders (the “**Shareholders**”) of Canter Resources Corp. (the “**Company**”) will be held at Suite 1500 – 1055 West Georgia Street, Vancouver, British Columbia, on **Thursday, April 25, 2024 at 10:00 a.m.** (Pacific Time).

Shareholders who are not able to attend the Meeting in person and that wish to observe the Meeting by virtual means may attend using the link provided below. Shareholders who attend the Meeting via virtual means will be able to listen to the Meeting but will not be entitled to participate and vote at the Meeting. In order to vote their shares such shareholders must submit votes by proxy ahead of the proxy deadline of 10:00 a.m. (Pacific Time) on **Tuesday, April 23, 2024**.

Join from the Meeting Link:

<https://mcmillan.webex.com/mcmillan/j.php?MTID=m5d3a7cac46bf2affcd2026210c7a64a3>

Join by Meeting Number:

Meeting number (access code): 2773 887 6655

Meeting password: y9VjrBMar47

Join by Phone:

1-855-244-8677 Canada Toll Free

+1-416-915-6530 Canada Toll

[Global call-in numbers](#) | [Toll-free calling restrictions](#)

The Meeting is to be held for the following purposes:

1. To receive and consider the audited financial statements of the Company together with the auditor's report thereon and related management discussion and analysis for the year ended June 30, 2023.
2. To fix the number of directors at four (4).
3. To elect directors for the ensuing year.
4. To appoint Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants, as the auditor of the Company for the ensuing year, and to authorize the directors to fix the auditor's remuneration.
5. To consider and, if thought fit, to pass an ordinary resolution approving the continuation of the Company's 10% "rolling" stock option plan, as more particularly described in the information circular (the “**Information Circular**”) accompanying this notice.

The Meeting will also consider any permitted amendment to or variation of any matter identified in this Notice, and transact such other business as may properly come before the Meeting or any adjournment thereof. An Information Circular accompanies this Notice and contains details of the matters to be considered at the Meeting.

A copy of the audited financial statements for the year ended June 30, 2023, report of the auditor and related management discussion and analysis will be made available at the Meeting, and copies are available on SEDAR+ at www.sedarplus.ca.

Registered shareholders who are unable to attend the Meeting in person and wish to ensure that their shares will be voted at the Meeting, must complete, date and sign the enclosed form of proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of proxy.

If your shares are held in a brokerage account you are not a registered shareholder. Unregistered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure that their shares will be voted at the Meeting.

DATED at Vancouver, British Columbia, this 20th day of March, 2024.

BY ORDER OF THE BOARD

“Joness Lang
JONESS LANG
CEO and Director