

**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

April 25, 2024

Item 3: News Release

A news release was issued and disseminated on April 29, 2024 and filed on SEDAR+ at www.sedarplus.ca.

Item 4: Summary of Material Change

The Company announced the results of its Annual General Meeting (the “AGM”) held on April 25, 2024. See Item 5 below for further details.

Item 5.1: Full Description of Material Change

The Company announced the results of its AGM held on April 25, 2024. All resolutions presented to the shareholders were approved with over 99% of votes cast being in favour of each resolution.

As a result of the approved resolutions:

- Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants were re-appointed as auditors of the Company.
- The number of directors was set at four with the following nominees elected as directors: Joness Lang, Eric Saderholm, Ken Cunningham, Warwick Smith.
- The Company’s stock option plan was re-approved.

Following the AGM, the Company appointed Eric Saderholm, Warwick Smith and Ken Cunningham to its Audit Committee.

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

Joness Lang, CEO
jlange@canterresources.com

For investor inquiries contact:

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Item 9: Date of Report

May 9, 2024