Canter Resources

MANAGEMENT'S DISCUSSION & ANALYSIS

FOR THE YEAR ENDED JUNE 30, 2024

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INTRODUCTION

This Management Discussion and Analysis (the "MD&A") of Canter Resources Corp.'s ("Canter" or the "Company") financial position and results of operations for the year ended June 30, 2024 is prepared as at October 28, 2024. This MD&A should be read in conjunction with the audited consolidated financial statements of the Company and the notes relating thereto, for the year ended June 30, 2024. The audited consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All financial amounts are stated in Canadian currency unless stated otherwise. Additional information relating to the Company is filed on SEDAR at www.sedarplus.ca.

FORWARD - LOOKING INFORMATION

This MD&A may contain forward-looking statements based on assumptions and judgments of management regarding events or results that may prove to be inaccurate as a result of exploration or other risk factors beyond its control. Actual results may differ materially from the expected results.

Except for statements of historical fact, this MD&A contains certain "forward-looking information" within the meaning of applicable securities law. Forward-looking information is frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate", "estimate" and other similar words, or statements that certain events or conditions "may" or "will" occur. In particular, forward-looking information in this MD&A includes, but is not limited to, statements with respect to future events and is subject to certain risks, uncertainties and assumptions. Although we believe that the expectations reflected in the forward-looking information are reasonable, there can be no assurance that such expectations will prove to be correct. We cannot guarantee future results, performance or achievements. Consequently, there is no representation that the actual results achieved will be the same, in whole or in part, as those set out in the forward-looking information.

Forward-looking information is based on the opinions and estimates of management at the date the statements are made, which are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those anticipated in the forward-looking information. Some of the risks and other factors that could cause results to differ materially from those expressed in the forward-looking statements include, but are not limited to: general economic conditions in Canada, the United States and globally; industry conditions, including fluctuations in commodity prices; governmental regulation of the mining industry, including environmental regulation; geological, technical and drilling problems; unanticipated operating events; competition for and/or inability to retain drilling rigs and other services; the availability of capital on acceptable terms; the need to obtain required approvals from regulatory authorities; stock market volatility; volatility in market prices for commodities; liabilities inherent in mining operations; changes in tax laws and incentive programs relating to the mining industry; and the other factors described herein under "Risks and Uncertainties" as well as in our public filings available at www.sedarplus.ca. Readers are cautioned that this list of risk factors should not be construed as exhaustive.

The forward-looking information contained in this MD&A is expressly qualified by this cautionary statement. We undertake no duty to update any of the forward-looking information to conform such information to actual results or to changes in our expectations except as otherwise required by applicable securities legislation. Readers are cautioned not to place undue reliance on forward-looking information.

COMPANY OVERVIEW

Canter Resources Corp. (the "Company") was incorporated under the British Columbia Business Corporations Act on March 7, 2018.

The Company's corporate office and principal place of business is Suite 400 – 1681 Chestnut Street, Vancouver, British Columbia, V6J 4M6. On December 31, 2021, the Company's common shares began trading on the Canadian Securities

(Expressed in Canadian Dollars)

Exchange ("CSE") under the ticker symbol CRC. On October 17, 2023, the Company's common shares have been listed on the Frankfurt Stock Exchange under the symbol CRC.

The Company's principal business activities include the acquisition and exploration of mineral property assets. As at June 30, 2024, the Company holds interests in early-stage mineral exploration properties located in the United States and the Company has not yet determined whether the Company's mineral property assets contain a deposit of minerals that are economically recoverable. The recoverability of amounts shown for exploration and evaluation assets are dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain the necessary financing to complete the development of and the future profitable production from the properties or realizing proceeds from its disposition. The outcome of these matters cannot be predicted at this time and the uncertainties cast significant doubt upon the Company's ability to continue as a going concern.

The Company had the following subsidiaries as of the date of this MD&A, June 30, 2024, and June 30, 2023:

		Percentage of Ownership		
	Country of incorporation	**As of the date of this MD&A**	**June 30, 2024**	**June 30, 2023**
1447235 B.C. Ltd.*	British Columbia, Canada	-	-	100%
Altitude Ventures Corp. ("Altitude")^	British Columbia, Canada	100%	100%	-
Altitude Lithium USA Corp. ("Altitude US")^	Nevada, United States	100%	100%	-

* Amalgamated with Altitude on May 2, 2023.
^ The acquisition was completed on November 11, 2023.

YEAR-TO-DATE CORPORATE HIGHLIGHTS

- On October 17, 2023, the Company's common shares were listed on the Frankfurt Stock Exchange under the symbol 6O1.

- On November 16, 2023, the Company's common shares started trading on the US OTC Pink market under the trading symbol CNRCF.

- On November 21, 2023, the Company completed the acquisition of Altitude Ventures Corp. *[See Section: Acquisition of Altitude Ventures Corp. for details.]*

- The Company completed private placements for gross proceeds of $4,677,700. *[See Section: Outstanding Share Data for details.]*

(Expressed in Canadian Dollars)

CHANGE IN MANAGEMENT

- On August 11, 2023, the Company announced the appointment of Eric Saderholm to the Company's Board of Directors (the "Director").

- On November 27, 2023, the Company announced the appointment of Joness Lang as Chief Executive Officer ("CEO") and Director of the Company. The Company also announced that Hani Zabaneh stepped down as CEO and Director.

- On March 14, 2024, the Company announced the appointment of Alnesh Mohan as Chief Financial Officer ("CFO") and Jan Urata as Corporate Secretary of the Company. The Company also announced that Sarah Hundal stepped down as CFO and Corporate Secretary of the Company.

- On April 29, 2024, Warwick Smith and Ken Cunningham were appointed to the Company's Board of Directors.

- On April 29, 2024, Maximillian Whiffin, Brian Goss, Hani Zabaneh stepped down from the Company's Board of Directors.

ACQUISITION OF ALTITUDE VENTURES CORP.

On November 10, 2023, the Company entered into an amalgamation agreement (the "AVC Amalgamation Agreement") with Altitude Ventures Corp. ("Altitude") and 1447235 B.C. Ltd., the wholly owned subsidiary of the Company, to acquire all of the issued and outstanding common shares of Altitude by way of a three-cornered amalgamation (the "AVC Acquisition"). On November 21, 2023 (the "AVC Acquisition Closing Date"), the Company closed the AVC Acquisition by issuing 18,020,001 common shares of the Company (the "Consideration Shares") with a fair value of $14,235,801.

EXPLORATION AND EVALUATION ASSETS

Eric Saderholm is the designated Qualified Person ("QP") under National Instrument 43-101 (NI 43-101), who has reviewed and approved the technical information disclosed in this MD&A.

Puzzle Lake Property

On January 23, 2023, the Company entered into an option agreement (the "PL Agreement") with Eagle Plains Resources Inc. ("Eagle Plains") to acquire up to a 60% interest in six mineral claims located in Saskatchewan with respect to the Puzzle Lake Property.

Pursuant to the PL Agreement, to earn 60% interest in the Puzzle Lake Property, the Company is required make the following payments and expenditures (the "PL Required Payments"):

	Cash payment ($)	Shares (#)	Exploration expenditures ($)
On January 23, 2023	-	100,000 (issued with fair value of $7,000)	-
On or before December 31, 2023	40,000	100,000	100,000
On or before December 31, 2024	50,000	200,000	200,000
On or before December 31, 2025	60,000	200,000	300,000
On or before December 31, 2026	100,000	400,000	900,000
On or before December 31, 2027	-	-	1,500,000
Total	**250,000**	**1,000,000**	**3,000,000**

(Expressed in Canadian Dollars)

On December 21, 2023, the Company entered into an amendment (the "PL Amended Agreement") with Eagle Plains. Pursuant to the PL Amended Agreement, the PL Required Payments were amended as follows:

	Cash payment ($)	Shares (#)	Exploration expenditures ($)
On January 23, 2023	-	100,000 (issued with fair value of $7,000)	-
On or before March 31, 2024	40,000	100,000	100,000
On or before December 31, 2024	50,000	200,000	200,000
On or before December 31, 2025	60,000	200,000	300,000
On or before December 31, 2026	100,000	400,000	900,000
On or before December 31, 2027	-	-	1,500,000
Total	**250,000**	**1,000,000**	**3,000,000**

Outlook

On March 27, 2024, the Company announced that it has decided not to proceed with further expenditures or option payments to Eagle Plains relating to the Puzzle Lake Property in Saskatchewan and accordingly the PL Agreement was terminated.

Beaver Creek Property

In connection with the AVC Acquisition, the Company acquired 100% interest in the Beaver Creek Property. The Beaver Creek Property is comprised of a series of lithium occurrences located in the town of Lincoln, Montana, USA.

Subsequent to June 30, 2024, the Company decided to cease further exploration activities on the Beaver Creek Property. As a result, the Company recognized an impairment loss of $870,815 on the capitalized exploration and evaluation costs associated with the Beaver Creek Property for the year ended June 30, 2024.

Columbus Lithium-Boron Property

In connection with the AVC Acquisition, the Company entered into an option agreement to acquire a 100% interest of the Columbus Lithium-Boron Project located in the Columbus Salt Marsh Basin, Esmeralda County, Nevada, USA (the "CLB Agreement"). The option agreement was entered into by Altitude US on November 9, 2023.

To acquire 100% interest of the Columbus Lithium-Boron Project, the Company is required to make the following payments to the optionors of the Columbus Lithium-Boron Property (the "CLB Optionors"):

	Cash (US$)	Common Shares (#)
Within 5 business days of the CLB Effective Date	160,000*	-
Within 60 days following the CLB Effective Date	-	1,750,000**
Within 12 months of the CLB Effective Date	-	1,000,000
Within 18 months of the CLB Effective Date	250,000	1,000,000
On or before the earlier of: *24 months of the CLB Effective Date* *30 days after publishing the technical report for the Columbus Lithium-Boron Property prepared in accordance with National Instrument 43-101 – Standards of Disclosure for Mineral Projects which includes a current mineral resource estimate on the Columbus Lithium-Boron Property*	600,000***	-***

(Expressed in Canadian Dollars)

* This amount was paid prior to the AVC Acquisition
** Issued on January 5, 2024 with fair value of $1,295,000
*** $300,000 should be paid either by cash or 1,000,000 common shares at the election of the Company.

In addition, the Company is required to incur US$750,000 exploration and evaluation expenditures, including total cumulative drilling in the 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 on the Columbus Lithium-Boron Property within 18 months following the CLB Effective Date (the "CLB Work Commitment Period"). In any circumstance, if the Company encounters a delay by the authority to review and issue permits for which the Company must apply to conduct any mining works on the Columbus Lithium-Boron Property, the Company is allowed to extend the CLB Work Commitment Period for the duration of such delays with a maximum of 36 months from the CLB Effective Date.

Furthermore, within 60 days of the CLB Effective Date, the Company is required to reimburse the CLB Optionors the annual mining claim maintenance fees of Columbus Lithium-Boron Property paid by the CLB Optionors since June 1, 2023, to the U.S. Department of the Interior Bureau of Land Management and documented payments of state mining claim fees paid to Esmeralda County, Nevada to keep the Columbus Lithium-Boron Property in good standing (US$203,784 was paid to the CLB Optionors).

The CLB 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 36 months of the CLB 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.

Water Right Appurtenance Agreement
On November 27, 2023 (the "WRA Effective Date"), the Company, through its wholly-owned subsidiary Altitude US., entered into a water right appurtenance agreement (the "WRA Agreement") to acquire a 100% interest in certain water rights permits applicable to the Columbus Lithium-Boron Property. The CLB Optionors are the owners of two applications to appropriate the waters of the State of Nevada filed with the Nevada Division of Water Resources (the "CLB Permits").

Pursuant to the terms of the WRA Agreement, to acquire a 100% interest in the CLB Permits, the Company is required to make the following payments (the "WRA Payments") to the CLB Optionors:

	Cash (US$)		Common Shares (#)	
6 months after the WRA Effective Date	20,000	(paid)	300,000	(issued with fair value of $82,500)
12 months after the WRA Effective Date	30,000		400,000	
18 months after the WRA Effective Date	50,000		500,000	
24 months after the WRA Effective Date	300,000		600,000	
Total	**400,000**		**1,800,000**	

On completion of the WRA Payments, the CLB Optionors should convey the Permits to the Company.

In January 2024, the Company's geologists mobilized to the Columbus Lithium-Boron Project to complete select follow-up surface sampling and prepare for the Company's initial phase of drilling.

In February 2024, the Company submitted its Notice of Intent ("NOI") to the Bureau of Land Management ("BLM") for planned work associated with Phase I exploration and drilling at the Columbus Lithium-Boron Project.
On March 22, 2024 the Company received its acceptance letter from the BLM for its NOI upon satisfying the required reclamation deposit of $18,133 (US$13,258) as collateral on the Columbus Lithium-Boron Property.

(Expressed in Canadian Dollars)

In April 2024, the Company expanded the Columbus Project to 29,600 acres and began a 10-hole drill program targeting lithium brine zones to advance exploration and refine its geological model.

In May 2024, the Company advanced its Columbus Project, completing gravel work and expanding its Geoprobe drill program (15+ drill holes).

In June 2024, the Company's Phase I drilling at the Columbus Project confirmed significant boron and lithium over a 2-kilometre strike, with brine samples up to 508 mg/L boron and 49.8 mg/L lithium. These results support deeper drilling to commence in Q3 2024 and highlight the project's multi-commodity potential. See the Company's press release dated June 3, 2024 for further details.

In July 2024, the Company reported additional lithium and boron brine results from its 15-hole Phase I shallow Geoprobe drill program. See the Company's press release dated July 2, 2024 for further details.

In July 2024, the Company engaged Cascade Drilling LP for Phase II drilling at its Columbus Lithium-Boron Project.

In July 2024, the Company reported final drill results from the final 9 holes of its 15-hole Phase I drill program. See the Company's press release dated July 30, 2024 for further details.

Outlook

Canter Resources' Phase I drilling at the Columbus Project revealed the highest boron (3,140 mg/L) and lithium (76.4 mg/L) concentrations to date, confirming two shallow aquifer horizons and widespread mineralization over five kilometers. With increasing boron values at depth, the company is set to begin a 10-hole Phase II program to explore deeper lithium and boron targets.

<u>Railroad Valley Lithium-Boron Project</u>

On September 12, 2024, the Company, through its subsidiary Altitude USA, completed the acquisition of the Railroad Valley Lithium-Boron Project located in Nye County, Nevada, from Ramp Metals USA Inc. ("RMUSA"), a subsidiary of Ramp Metals Inc. ("RMI"). According to the agreement, the Company is obligated to issue 300,000 common shares to RMI (issued subsequent to June 30, 2024).

Additionally, RMUSA will retain a 0.5% net smelter royalty (NSR), which the Company has the right to buy back for a one-time payment of $500,000 at any time.

As of June 30, 2024, the balances of the projects discussed above were as follows:

Project / Property	Balance as of June 30, 2023 $	Acquisition costs $	Staking fees $	Expenditures $	Impairments $	Effect of movements in exchange rate $	Balance as of June 30, 2024 $
Puzzle Lake	14,123	-	-	-	(14,123)	-	-
Beaver Creek	-	870,815	-	-	(870,815)	-	-
Columbus Lithium-Boron	-	15,416,140	40,460	595,575	-	45,147	16,097,322
	14,123	**16,286,955**	**40,460**	**595,575**	**(884,938)**	**45,147**	**16,097,322**

(Expressed in Canadian Dollars)

The breakdown of the expenditures incurred by the Company on various projects during the year ended June 30, 2024 are as follows:

	Columbus Lithium-Boron $
For the year ended June 30, 2024	
Consulting	17,387
Equipment rental	2,723
Field	223,815
Geological	260,154
Mapping	32,851
Sample analysis	27,834
Travel	30,811
	595,575

SELECTED INFORMATION

	For the year ended		
	June 30, 2024 $	**June 30, 2023 $**	**June 30, 2022 $**
Operating expenses	1,365,678	122,332	164.608
Interest and miscellaneous income	34,066	-	-
Net loss	(2,216,550)	(323,970)	(164.608)
Comprehensive loss	(2,194,181)	(323,970)	(164.608)
Basic and diluted loss per share:			
- net loss	(0.06)	(0.03)	(0.01)

As at	**June 30, 2024 $**	**June 30, 2023 $**	**June 30, 2022 $**
Working capital (deficiency)	1,871,779	(15,914)	169,748
Total assets	18,167,200	60,343	391,743
Total liabilities	156,638	38,806	60,736
Share capital	20,664,372	607,927	593,427
Deficit	(2,802,940)	(586,390)	(262,420)

The increase in operating expenses and net loss during the year ended June 30, 2024, compared to June 30, 2023 was primarily due to the increase in operating expenses such as consulting fees, professional fees, shareholder information and investor relations fees since the acquisition of Altitude. The decrease in operating expenses during the year ended June 30, 2023, compared to June 30, 2022, was primarily due to the decrease in transfer agent and filing fees, consulting fees and professional fees. During the year ended June 30, 2023, the Company recognized an impairment loss of $201,638 related to the Schotts Lake Property; as a result, the net loss increased during the year ended June 30, 2023, compared to June 30, 2022. No such impairment was recognized during the year ended June 30, 2022. An impairment loss of $14,123 related to the Puzzle Lake Property and an impairment loss of $870,815 related to the Beaver Creek Property were recognized during the year ended June 30, 2024.

(Expressed in Canadian Dollars)

The increase in working capital as of June 30, 2024 compared to June 30, 2023 was primarily related to the increase in cash due to the private placements completed during the year ended June 30, 2024 which was partially offset by the increase in accounts payable and accrued liabilities. The decrease in working capital as of June 30, 2023, compared to June 30, 2022 was primarily due to the decrease in cash used on the exploration and evaluation assets. In addition, during the year ended June 30, 2022, the Company completed a private placement for net proceeds of $300,000. No financing activities occurred during the year ended June 30, 2023.

The increase in total assets as of June 30, 2024 compared to June 30, 2023 was primarily related to the increase in exploration and evaluation assets due to the acquisition of Altitude. The decrease in total assets as of June 30, 2023 compared to June 30, 2022 was primarily related to the impairment of the Schotts Lake Property.

The increase in share capital at each presented reporting period was mainly related to the completion of various private placements.

There is no seasonality to these variations, nor are they indicative of any trend. The Company has no operating revenue and relies primarily on financing activities to fund its activities. There have been no distributions or cash dividends declared for the periods presented.

SUMMARY OF QUARTERLY INFORMATION

	Three months ended			
	June 30, 2024	March 31, 2024	December 31, 2023	September 30, 2023
	$	$	$	$
Interest income	21,996	12,070	-	-
operating expenses	(500,213)	(426,592)	(401,676)	(37,197)
Net loss	(1,349,032)	(428,645)	(401,676)	(37,197)
Comprehensive loss	(1,336,527)	(396,739)	(423,718)	(37,197)
Basic and diluted loss per share	(0.03)	(0.01)	(0.02)	(0.00)

	Three months ended			
	June 30, 2023	March 31, 2023	December 31, 2022	September 30, 2022
	$	$	$	$
Interest income	-	-	-	-
operating expenses	(44,536)	(25,093)	(33,884)	(18,819)
Net loss	(44,752)	(25,093)	(235,306)	(18,819)
Comprehensive loss	(44,752)	(25,093)	(235,306)	(18,819)
Basic and diluted loss per share	(0.00)	(0.00)	(0.02)	(0.00)

All the Company’s resource properties are in the exploration stage. The Company has not had revenue from inception and does not expect to have revenue in the near future. The Company’s operating results are not seasonal in nature and have been mainly attributed to the amount of business activities. The expenses incurred in the presented periods above are relatively constant.

The increase in net loss during the three months ended June 30, 2024 was mainly due to the impairment of the Beaver Creek Property and the increase in operating activities, primarily consulting fees, professional fees and shareholder information and investor relations. The increase in net loss during the three months ended December 31, 2023 was mainly due to the increase in operating activities since the acquisition of Altitude. The increase in net loss during the three months ended December 31, 2022 was mainly due to the impairment of the Schotts Lake Property.

(Expressed in Canadian Dollars)

RESULT OF OPERATIONS

During the three months ended June 30, 2024, the Company recorded a net loss of $500,213 of which a foreign exchange gain of $27,424 was related to Altitude. A total increase in net loss of $455,677 was recorded, compared to a net loss of $44,536 for the three months ended June 30, 2023.

	For the three months ended		
	June 30, 2024	June 30, 2023	Change
	$	$	$
Expenses			
Consulting fees	137,999	15,145	122,854
Foreign exchange loss	3,409	-	3,409
General and administrative expenses	87,552	8,244	79,308
Professional fees	55,041	17,686	37,355
Project evaluation costs	1,691	-	1,691
Shareholder information and investor relations	182,719	-	182,719
Transfer agent, regulatory and filing fees	7,831	3,461	4,370
Travel	23,971	-	23,971
Total expenses	**500,213**	**44,536**	**455,677**

During the year ended June 30, 2024, the Company incurred operating expenses of $1,365,678 of which $78,953 was related to Altitude, an increase of $1,243,346, compared to a net loss of $122,332 for the year ended June 30, 2023.

	For the years ended		
	June 30, 2024	June 30, 2023	Change
	$	$	$
Expenses			
Consulting fees	345,903	42,145	303,758
Foreign exchange loss	2,947	-	2,947
General and administrative expenses	114,264	34,684	79,580
Professional fees	280,570	30,580	249,990
Project evaluation costs	1,691	-	1,691
Share-based payments	32,383	-	32,383
Shareholder information and investor relations	481,308	-	481,308
Transfer agent, regulatory and filing fees	75,524	14,923	60,601
Travel	31,088	-	31,088
Total expenses	**1,365,678**	**122,332**	**1,243,346**

Consulting fees include the fees paid to the Company's CEO, former CFO and consultants who provide corporate advisory services to the Company. The increase in consulting fees during the three months and year ended June 30, 2024 compared to June 30, 2023 was primarily due to the increase in the fees paid to the related parties *[See Section: Related Party Transactions and Balances for details]*. In addition, during the year ended June 30, 2024, the Company entered into corporate advisory agreements to provide capital market consulting and corporate communication services to the Company. During the year ended June 30, 2024, the Company incurred $112,314 consulting fees related to the corporate advisory agreements.

(Expressed in Canadian Dollars)

Foreign exchange (gain) loss is primarily a result of the translation of the Company's US$-denominated financial assets and liabilities into Canadian dollars.

General and administrative expenses consist of insurance, any rent-related lease agreements which are not required to be capitalized under IFRS, and other general office expenses.

Professional fees were primarily associated with the expenses incurred by the CFO *[See Section: Related Party Transactions and Balances for details]*, corporate secretary, legal counsel and auditors. The increase in professional fees is mainly due to increased business activities since the acquisition of Altitude.

Share-based payments are mainly related to recognizing the fair value of the options granted during the vesting period. Previous recognized share-based payments of the forfeited options are reversed as a recovery at the date of forfeiture. During the year ended June 30, 2024, the Company granted 655,000 options to its directors, officers, and consultants and recognized share-based payment $32,383. No stock options were granted during the three months and year ended June 30, 2023.

Shareholder information and investor relations were mainly related to the costs incurred to enhance communication between the Company and its investors and increase the Company's awareness among investors. During the year ended June 30, 2024, compared to June 30, 2023, the Company entered into several marketing and investor relations agreements – please refer to the press release dated November 13, 2023 for details.

Transfer agent, regulatory and filing fees were mainly related to the public company-related costs such as governance and compliance, registrar and transfer agent fees, and exchange listing fees. The increase during the three months and year ended June 30, 2024, compared to June 30, 2023, was mainly due to the increase in activities since the acquisition of Altitude.

	For the three months ended		
	June 30, 2024	June 30, 2023	Change
	$	$	$
Other expenses			
Finance income	21,996	-	21,996
Impairment of exploration and evaluation assets	(870,815)	(216)	(870,599)
Total other expenses	**(848,819)**	**(216)**	**(848,603)**

	For the years ended		
	June 30, 2024	June 30, 2023	Change
	$	$	$
Other expenses			
Finance income	34,066	-	34,066
Impairment of exploration and evaluation assets	(884,938)	(201,638)	(683,300)
Total other expenses	**(850,872)**	**(201,638)**	**(649,234)**

In addition, during the year ended June 30, 2023, the Company decided to abandon the Schott Lake Property; as a result, the Company impaired the capitalized costs associated with the Schott Lake Property with an amount of $201,638. The Company recognized an impairment charge of $14,123 related to the Puzzle Lake Property and an impairment charge of $870,815 related to the Beaver Creek Property during the year ended June 30, 2024.

LIQUIDITY AND CAPITAL RESOURCES

Working capital and cashflow

As at June 30, 2024, the Company had working capital of $1,871,779 (June 30, 2023 – working deficiency of $15,914) including cash of $1,961,245 (June 30, 2023 – $4,279).

The Company's activities have been funded through equity financings and the Company expects it will continue to be able to utilize this source of financing until it develops cash flow from future operations.

There can be no assurances the Company will be successful in its endeavors. If such funds are not available or other sources of finance cannot be obtained then the Company will be forced to curtail its activities to a level for which funding is available or can be obtained.

Operating activities

Cash outflows of $1,889,520 were recorded from operating activities during the year ended June 30, 2024. This is primarily due to outflows relating to operating costs incurred during the period.

Investing activities

During the year that ended June 30, 2024, the Company paid $662,049 on exploration and evaluation asset-related costs. In addition, for the AVC Acquisition, the Company incurred cash payments of $170,054.

Financing activities

During the year that ended June 30, 2024, the Company received net proceeds of $4,530,022 from private placements. In addition, during the year that ended June 30, 2024 the Company received proceeds of $7,500 on the exercise of stock options.

The proceeds from the private placements were used for exploration work on various projects, new project evaluations, working capital and general corporate purposes as planned.

OUTSTANDING SHARE DATA

As of June 30, 2024, the Company had 51,288,401 common shares issued and outstanding (June 30, 2023 – 11,972,000) with a value of $20,664,372 (June 30, 2023 – $607,927).

During the year ended June 30, 2024

- On September 8, 2023, the Company granted 580,000 options with an exercise price of $0.10 to its directors, officers, and consultants. The options are exercisable for a period of five years. All of the options granted vested immediately at the date of grant.

- On September 27, 2023, the Company granted 75,000 options with an exercise price of $0.10 to a consultant. The options are exercisable for a period of five years. All of the options granted vested immediately at the date of grant.

- On September 27, 2023, the Company completed a non-brokered private placement of 12,270,000 common shares, which are subject to a lock-up period (see "Escrow Shares"), at a price of $0.10 for gross proceeds of $1,227,000.

- On the AVC Acquisition Closing Date, the Company issued 18,020,001 common shares with a fair value of $14,235,801 to the shareholders of Altitude.

- On December 21, 2023, the Company completed a non-brokered private placement of 6,401,400 units at a price of $0.50 for gross proceeds of $3,200,700. Each unit consists of one common share and one-half common share purchase warrant. Each whole warrant entitles its holder to purchase one additional common share at an exercise price of $0.70 at any time prior to December 21, 2025. The 3,200,700 warrants are subject to acceleration in the event that the closing price of the common shares of the Company is greater to $0.95 for five consecutive trading days.

  In connection with the private placement, the Company paid cash of $96,460 as finders' fees and issued 192,920 finders warrants. The finders' warrants entitle its holder to purchase one additional common share at an exercise price of $0.50 at any time prior to December 21, 2025.

- On January 8, 2024 the Company issued 1,750,000 common shares with a fair value of $1,295,000 pursuant to the CLB Agreement.

- On January 11, 2024, 75,000 options were exercised for proceeds of $7,500. In addition, the Company reclassified the grant date fair value of the exercised stock options of $3,706 from stock options reserve to share capital.

- On March 5, 2024, the Company completed tranche 2 of a non-brokered private placement of 500,000 units at a price of $0.50 for gross proceeds of $250,000. Each unit consists of one common share and one-half common share purchase warrant. Each whole warrant entitles its holder to purchase one additional common share at an exercise price of $0.70 at any time prior to March 5, 2026. The 250,000 warrants are subject to acceleration in the event that the closing price of the common shares of the Company is greater to $0.95 for five consecutive trading days.

  In connection with the private placement, the Company paid cash of $7,000 as finders; fees and issued 14,000 finders warrant. The finders' warrants entitle its holder to purchase one additional common share at an exercise price of $0.50 at any time prior to March 5, 2026.

- On May 23, 2024, the Company issued 300,000 shares with fair value of $82,500 pursuant to the WRA Agreement.

Subsequent to June 30, 2024

- On October 11, 2024, the Company issued 300,000 common shares with a fair value of $39,000 to RMI to complete the acquisition of the Railroad Valley Lithium-Boron Project (Note 5).

As at the date of this MD&A, the Company had the following common shares, options and warrants issued and outstanding:

- 51,588,401 common shares;
- 3,657,620 warrants with exercise prices ranging from $0.50 to $0.70; and
- 580,000 stock options with exercise prices of 0.10.

(Expressed in Canadian Dollars)

Escrow Shares

Pursuant to the AVC Amalgamation Agreement, 7,220,000 of the Consideration Shares are subject to a lock-up period and will be released as follows:

	# of shares
May 21, 2024	722,000 (released)
August 21, 2024	2,166,000 (released subsequent to June 30, 2024)
November 21, 2024	2,166,000
February 21, 2025	2,166,000
	7,220,000

In addition, pursuant to the AVC Amalgamation Agreement, the 12,270,000 common shares issued on September 27, 2023, are subject to a lock-up period and will be released as follows:

	# of shares
March 27, 2024	1,227,000 (released)
June 27, 2024	3,681,000 (released)
September 27, 2024	3,681,000 (released subsequent to June 30, 2024)
December 27, 2024	3,681,000
	12,270,000

RELATED PARTY TRANSACTIONS AND BALANCES

Key management personnel include persons having the authority and responsibility for planning, directing, and controlling activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers.

The following table discloses the total compensation incurred to the Company's key management personnel during the years ended June 30, 2024 and 2023:

	For the years ended	
	June 30, 2024	**June 30, 2023**
	$	**$**
Joness Lang, CEO and Director (1)		
Consulting fees	140,000	-
Alnesh Mohan, CFO (2)		
Professional fees	108,680	-
Eric Saderholm, Director and Technical Advisor		
Consulting fees	7,158	-
Share-based payments	3,706	-
	10,864	**-**

(Expressed in Canadian Dollars)

	For the years ended	
	June 30, 2024	**June 30, 2023**
	$	**$**
Ken Cunningham, Director and Technical Advisor		
Consulting fees	10,000	-
Warwick Smith, Director and Strategic Advisor		
Consulting fees	15,000	-
Maximillian Whiffin, Director		
Share-based payments	3,706	-
Brian Goss, Director		
Share-based payments	3,706	-
Hani Zabaneh, former CEO and Director		
Consulting fees	13,000	18,000
Share-based payments	7,413	-
	20,413	**18,000**
Sarah Hundal, former CFO		
Consulting fees	15,000	18,000
Share-based payments	3,706	-
	18,706	**18,000**
TOTAL	**331,075**	**36,000**

(1) Paid to EBC Consulting Group Ltd. which is controlled by Mr. Lang.
(2) Paid to Quantum Advisory Partners LLP, an accounting firm in which Mr. Mohan is an incorporated partner. Fees were paid for CFO services, provision of financial reporting, accounting support and transaction support services.

As of June 30, 2024, the balances due to the Company's directors and officer included in accounts payables and accrued liabilities were $27,655 (June 30, 2023 – $6,225). These amounts are unsecured, non-interest bearing and payable on demand.

OFF-BALANCE SHEET FINANCING ARRANGEMENTS

As of June 30, 2024, and the date of this MD&A, the Company did not have any off-balance sheet financing arrangements.

PROPOSED TRANSACTIONS

None.

CRITICAL ACCOUNTING ESTIMATES

The financial statements, including comparatives, have been prepared in accordance with IFRS Accounting Standards. The financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit and loss, which are stated at their fair value. In addition, the financial statements have been prepared using the accrual basis of accounting except for cash flow information.

NEW ACCOUNTING STANDARDS

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the International Accounting Standards Board (IASB) or International Financial Reporting Interpretation Committee that are mandatory for accounting periods beginning on or after July 1, 2023. The Company does not expect that any new or amended standards or interpretations that are effective for annual periods beginning on or after July 1, 2023 will have a significant impact on the Company's results of operations or financial position.

COMMITMENTS

The Company does not have any significant commitments except for the commitments noted under the section of "Exploration and Evaluation Assets".

CONTINGENCIES

The Company's exploration activities are subject to various federal, provincial and international laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company conducts its operations so as to protect public health and the environment and believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

The Company is, from time to time, involved in various claims, legal proceedings and complaints arising in the ordinary course of business. The Company does not believe that adverse decisions in any pending or threatened proceedings related to any matter, or any amount which it may be required to pay damages in any form by reason thereof, will have a material effect on the financial condition or future results of operations of the Company.

FINANCIAL INSTRUMENTS

In the normal course of business, the Company is inherently exposed to certain financial risks, including market risk, credit risk and liquidity risk, through the use of financial instruments. The timeframe and manner in which the Company manages these risks varies based upon management's assessment of the risk and available alternatives for mitigating risk. The Company does not acquire or issue derivative financial instruments for trading or speculative purposes. All transactions undertaken are to support the Company's operations. These financial risks and the Company's exposure to these risks are provided in various tables in note 10 of our financial statements for the year ended June 30, 2024. For a discussion on the significant assumptions made in determining the fair value of financial instruments, refer also to note 2 of the financial statements for the year ended June 30, 2023.

RISKS AND UNCERTAINTIES

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic; the Company has not been significantly impacted by the spread of COVID-19. However, the ongoing COVID-19 pandemic, inflationary pressures, rising interest rates, the global financial climate and the conflict in Ukraine and the Middle East are affecting current economic conditions and increasing economic uncertainty, which may impact the Company's operating performance, financial position and the Company's ability to raise funds at this time.

The Company is in the business of acquiring and exploring mineral properties. It is exposed to a number of risks and uncertainties that are common to other mineral exploration companies in the same business. The industry is capital intensive at all stages and is subjected to variations in commodity prices, market sentiment, exchange rates for currency, inflations and other risks. The Company currently has no source of revenue other than interest income. The Company will rely mainly on equity financing to fund exploration activities on its mineral properties.

The risks and uncertainties described in this section are considered by management to be the most important in the context of the Company's business. The risks and uncertainties below are not inclusive of all the risks and uncertainties the Company may be subject to and other risks may apply.

Need for Additional Funding
Further funding may be required by the Company to continue as a going concern. There is no guarantee that the Company will be able to raise sufficient funds. In addition, any future financing may be dilutive to existing shareholders of the Company. Many factors influence the Company's ability to raise funds, including the state of the capital markets, the climate for mineral exploration investment and the Company's track record. Actual funding requirements may vary from those planned due to a number of factors, including the acquisition of new projects. Management is continually assessing the Company's cash needs and potential sources of financing but recognizes there may be some difficulty obtaining such financing due to the current market conditions. There is no guarantee that the Company will be able to secure additional financing in the future at terms that are favourable, or at all.

Exploration stage risks
Exploration for mineral resources involves a high degree of risk, the cost of conducting programs may be substantial and the likelihood of success is difficult to assess.

Resource exploration and development is a highly speculative business, characterized by a number of significant risks including, but not limited to, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits that, though present, are insufficient in quantity and quality to return a profit from production. Few exploration projects successfully achieve development due to factors that cannot be predicted or anticipated, and even one such factor may result in the economic viability of a project being detrimentally impacted such that it is neither feasible nor practical to proceed. The Company closely monitors its activities and those factors that could negatively impact it and employs experienced consultants and key management to assist in its risk management and to make timely decisions regarding future property expenditures.

Other risks associated with projects in the exploration and development stage which could cause delays or prohibit the progress of the overall project include delays in obtaining required government approvals and permits and the inability to obtain suitable or adequate machinery, equipment, road access, power or labour.

Metal price risk
The Company is exposed to commodity price risk. Declines in the market price of gold, base metals and other minerals may adversely affect the Company's ability to raise capital in order to fund its ongoing operations. Commodity price declines could also reduce the amount the Company would receive on the disposition of any of its mineral property interests to a third party.

Operating Hazards and Risks
The Company's operations are subject to hazards and risks normally associated with the exploration of mineral properties, any of which could cause delays in the progress of the Company's exploration plans, damage to or destruction of property, loss of life and/or environmental damage. Some of these risks include, but are not limited to, unexpected or unusual geological formations; rock bursts, cave-ins, fires, flooding and earthquakes; unanticipated changes in metallurgical characteristics and mineral recovery, unanticipated ground or water conditions, industrial or labour disputes, hazardous weather conditions, cost overruns, land claims and other unforeseen events may occur. A combination of experience, knowledge and careful evaluation may not be able to overcome these risks.

The nature of these risks is such that liabilities might exceed any insurance policy limits; the liabilities and hazards might not be insurable or the Company might not elect to insure itself against such liabilities due to high premium costs or other factors. Such liabilities may have a materially adverse effect on the Company's financial condition and operations and could reduce or eliminate any future profitability and result in increased costs and a decline in the value of the securities of the Company.

Environmental risk

The Company seeks to operate within environmental protection standards that meet or exceed existing requirements in the country in which the Company operates. Present or future laws and regulations and third-party opposition, however, may affect the Company's operations. Future environmental costs may increase due to changing requirements or costs associated with exploring, developing, operating and closing of mines. Programs may also be delayed or prohibited in certain areas. The costs of complying with changes in governmental regulations can negatively impact the Company's financial performance.

Reliance on key personnel

The success of the Company's operations and activities is dependent to a significant extent on the efforts and abilities of its senior management team, as well as outside contractors, experts and its partners. The loss of one or more members of senior management, key employees, contractors or partners, if not replaced, could have a material adverse effect on the Company's business, results of operations and financial performance.

CONFLICTS OF INTEREST

The Company's directors and officers may serve as directors or officers, or may be associated with, other reporting companies, or have significant shareholdings in other companies. To the extent that such other companies may participate in business or asset acquisitions, dispositions, or ventures in which the Company may participate, the directors and officers of the Company may have a conflict of interest in negotiating and concluding on terms with respect to the transaction. If a conflict of interest arises, the Company will follow the provisions of the BC *Business Corporations Act* ("BCBCA") dealing with conflict of interest. These provisions state that where a director has such a conflict, that director must, at a meeting of the Company's directors, disclose his or her interest and refrain from voting on the matter unless otherwise permitted by the BCBCA. In accordance with the laws of the Province of British Columbia, the directors and officers of Canter are required to act honestly, in good faith, and in the best interest of Canter.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The information provided in this report is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the accompanying financial statements.