

FORM 10

NOTICE OF PROPOSED SIGNIFICANT TRANSACTION (not involving an issuance or potential issuance of a listed security)¹

Name of Listed Issuer: Canter Resources Corp. (the “Issuer”).

Trading Symbol: CRC

Issued and Outstanding Securities of the Issuer Prior to Transaction: 50,988,401

Date of News Release Fully Disclosing the Transaction: March 15, 2024

1. Transaction

1. Provide details of the transaction including the date, description and location of assets, if applicable, parties to and type of agreement (eg: sale, option, license, contract for Investor Relations Activities etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material:

The Issuer entered into the following agreements:

1. **The Issuer has entered into an agreement with Streetwise Reports (“Streetwise Reports”), pursuant to which Streetwise Reports was 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 for a term of five (5) months commencing on March 15, 2024. As consideration for the services to be provided by Streetwise Reports, the Issuer has agreed to remunerate Streetwise Reports a fee of USD\$25,000.**
2. **The Issuer has entered into an agreement with Quantum Ventures LLC (“Quantum Ventures”), pursuant to which Quantum Ventures was engaged to provide certain services, including advising on media creation and online awareness strategies, and the introductions to relevant business contacts and appropriate strategic partners, for a term of six (6) months commencing on March 15, 2024. As consideration for the services to be provided by Quantum Ventures, the Issuer has agreed to remunerate Quantum Ventures a fee of USD\$60,000. The Issuer has the option to extend the agreement for an additional six (6) months for a fee of USD\$40,000.**
3. **The Issuer entered into an agreement with Red Cloud Financial Services Inc. (“Red Cloud”), pursuant to which Red Cloud was engaged to provide market-making services for a term of three (3) months. As consideration for the services to be provided by Red Cloud, the Issuer has agreed to remunerate Red Cloud a fee of CAD\$5,000 per month.**

¹ If the transaction involved the issuance of securities, other than debt securities that are not convertible into listed securities, use Form 9.

4. The Issuer entered into an agreement with High Tide Consulting Corp. (“High Tide”), pursuant to which High Tide was engaged to provide corporate and shareholder communications services to the Issuer for a term of six months. As consideration for the services to be provided by High Tide, the Issuer has agreed to remunerate High Tide a fee of CAD\$5,000 per month, plus applicable taxes.
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2. Provide the following information in relation to the total consideration for the transaction (including details of all cash, non-convertible debt securities or other consideration) and any required work commitments:

- (a) Total aggregate consideration in Canadian dollars: **CAD\$159,852 [USD\$85,000 + CAD\$45,000]. If the Issuer extends the agreement with Quantum Ventures for six (6) months, the total consideration payable would increase by CAD\$54,048 / USD\$40,000. The USD rate of exchange on March 14, 2024 was 1.3512.**
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- (b) Cash: **CAD\$159,852. [USD\$85,000 + CAD\$45,000]. If the Issuer extends the agreement with Quantum Ventures for six (6) months, the total consideration payable would increase by CAD\$54,048 / USD\$40,000. The USD rate of exchange on March 14, 2024 was 1.3512.**
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- (c) Other: N/A.
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- (d) Work commitments: N/A.
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2. State how the purchase or sale price and the terms of any agreement were determined (e.g. arm’s-length negotiation, independent committee of the Board, third party valuation etc).

The terms of the agreements set out in Item 1 above, including the scope of the services to be provided by each of Streetwise Reports, Quantum Ventures, Red Cloud and High Tide and remuneration to be paid to each service provider by the Issuer, were negotiated between the Issuer and each service provider.

3. Provide details of any appraisal or valuation of the subject of the transaction known to management of the Issuer: N/A.
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4. If the transaction is an acquisition, details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: N/A.
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5. Provide the following information for any agent’s fee, commission, bonus or finder’s fee, or other compensation paid or to be paid in connection with the transaction (including warrants, options, etc.):

- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the transaction (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): N/A.
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- (b) Cash N/A.
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(c) Other N/A.

6. State whether the vendor, sales agent, broker or other person receiving compensation in connection with the transaction is a Related Person or has any other relationship with the Issuer and provide details of the relationship.

Streetwise Reports, Quantum Ventures, Red Cloud and High Tide are at arm's length to the Issuer.

7. If applicable, indicate whether the transaction is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. N/A.

2. Development

3. Provide details of the development. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material:

N/A.

3. Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. To the knowledge of the Issuer, at the time an agreement in principle was reached, no party to the transaction had knowledge of any undisclosed material information relating to the Issuer, other than in relation to the transaction.
3. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
4. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
5. All of the information in this Form 10 Notice of Proposed Significant Transaction is true.

Dated March 15, 2024.

Joness Lang
Name of Director or Senior Officer

"Joness Lang"
Signature

CEO
Official Capacity