

CANTERRA MINERALS CORPORATION

650 West Georgia Street, Suite 1410, Vancouver, British Columbia V6B 4N8
(604) 687-6644

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual Meeting of the shareholders (the “**Meeting**”) of Canterra Minerals Corporation (hereinafter called the “**Company**”) will be held at Suite 1410, 650 West Georgia Street, Vancouver British Columbia, on Wednesday, the 21st day of October, 2015 at the hour of 10:00 in the forenoon (local time), for the following purposes:

1. to receive the audited consolidated financial statements of the Company for the fiscal year ended December 31, 2014 (with comparative statements relating to the preceding fiscal period) together with the report of the auditors therein;
2. to fix the number of directors at six (6);
3. to elect directors;
4. to appoint the auditors and to authorize the directors to fix their remuneration;
5. to approve an ordinary resolution providing the required annual approval of the Company’s Incentive Stock Option Plan as more particularly described in the accompanying Information Circular;
6. to pass an ordinary resolution approving and authorizing the change of name of Canterra Minerals Corporation to “Canterra Diamonds Corporation” or such other name as may be allowed by the relevant regulatory authorities and approved by the directors of the Company; and
7. to transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

Accompanying this Notice is the Company’s Information Circular, a form of Proxy or Voting Instruction Form and a Financial Statement Request Form. The accompanying Information Circular provides information relating to the matters to be addressed at the Meeting and is incorporated into this Notice.

Registered Shareholders

Every registered holder of common shares (the “**Common Shares**”) at the close of business on September 18, 2015 is entitled to receive notice of, and to vote such Common Shares at the Meeting. Registered Shareholders who are unable to attend the Meeting in person and who wish to ensure that their Common Shares will be voted at the Meeting are requested to complete, sign and deliver the enclosed form of proxy c/o Computershare Investor Services Inc. (the “**Transfer Agent**”), of 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1. In order to be valid and acted upon at the Meeting, forms of proxy must be returned to the aforesaid address not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time set for the holding of the Meeting or any adjournment(s) thereof. Further instructions with respect to the voting by proxy are provided in the form of proxy and in the Information Circular accompanying this Notice.

Non-Registered Shareholders

Shareholders may beneficially own Common Shares that are registered in the name of a broker, another intermediary or an agent of that broker or intermediary (“**Non-Registered Shareholders**”). Without specific instructions, intermediaries are prohibited from voting shares for their clients. **If you are a Non-Registered Shareholder, it is vital that the voting instruction form provided to you by the Transfer Agent, your broker, intermediary or its agent is returned according to the instructions provided in or with such form, sufficiently in advance of the deadline specified, to ensure that they are able to provide voting instructions on your behalf.**

DATED at Vancouver, British Columbia, this 18th day of September, 2015.

BY ORDER OF THE BOARD

(signed) “Randy Turner”

President, CEO and Director