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

July 14, 2025.

Item 3: News Release

A news release was issued and disseminated on July 14, 2025 and filed on SEDAR+ at www.sedarplus.ca.

Item 4: Summary of Material Change

The Company completed a debt settlement transaction. See Item 5 below for further details.

Item 5.1: Full Description of Material Change

The Company announced that it has issued an aggregate of 2,200,000 common shares (each a "**Share**") in the capital of the Company at a deemed price of $0.07 per Share to settle debts owing pursuant to past management, consulting, accounting and other services provided to the Company for a total amount of $154,000 (excluding goods and services tax) (the "**Debt Settlements**").

Joness Lang, the CEO and a director of the Company, received 1,450,000 Shares through a company he owns and operates; Alnesh Mohan, the CFO of the Company, received 392,857 Shares through a company he owns and operates; and Warwick Smith, the Executive Chair and a director of the Company, received 357,143 Shares through a company he owns and operates.

As a result, the Debt Settlements are considered a related party transaction (as defined under Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). The Company relied upon section 5.5(b) the "Issuer Not Listed on Specified Markets" and 5.7(a) the "Fair Market Value Not More than $2,500,000" and exemptions from the formal valuation and minority shareholder approval requirements, respectively, under MI 61-101.

The Shares issued in connection with the Debt Settlements are subject to a statutory hold period of four months following the closing of the Debt Settlements in accordance with applicable securities legislation.

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
jlang@canterresources.com

For investor inquiries contact:

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Item 9: Date of Report

July 14, 2025