

OTCQB Certification

I, Harry Chan, Chief Financial Officer of Canterra Minerals Corporation (“the Company”), certify that:

- The Company is registered or required to file periodic reporting with the SEC or is exempt from SEC registration as indicated below:

REGISTERED or REPORTING WITH THE SEC:

- Company is registered under Section 12(g) of the Exchange Act
 Company is reporting under Section 15(d) of the Exchange Act.
 Company is a bank that reports to a Bank Regulator under Section 12(i) of the Exchange Act
 Company is reporting under Regulation A (Tier 2)
 Other (describe) _____

EXEMPT FROM SEC REGISTRATION/NO SEC REPORTING OBLIGATIONS:

- Company is exempt from registration under Exchange Act Rule 12g3-2(b)
 Company is a bank that is non-SEC reporting but is current in its reporting to a Banking Regulator
 Company is reporting under the Alternative Reporting Company Disclosure Guidelines and is otherwise exempt from registration and not required to file periodic reporting with the SEC

- The Company is current in its reporting obligations as of the most recent fiscal year end and any subsequent quarters, and such information has been posted either on the SEC’s EDGAR system or the OTC Disclosure & News Service, as applicable.
- The company is duly organized, validly existing and in good standing under the laws of the state or jurisdiction in which the Company is organized or does business.
- The share information below is for the primary OTCQB traded security as of the latest practicable date:

US Trading Symbol:		<u>CTMCF</u>	<u>As of (date):</u>
Shares Authorized	(A)	<u>Unlimited</u>	<u>June 11, 2024</u>
Total Shares Outstanding	(B)	<u>148,815,125</u>	<u>April 29, 2024</u>
Number of Restricted Shares ¹	(C)	<u>0</u>	<u>April 29, 2024</u>
Unrestricted Shares Held by Officers, Directors, 10% Control Persons & Affiliates	(D)	<u>29,687,978</u>	<u>April 29, 2024</u>
Public Float: <i>Subtract Lines C and D from Line B</i>	(E)	<u>119,127,147</u>	<u>April 29, 2024</u>
% Public Float: <i>Line E Divided by Line B (as a %)</i> ²	(F)	<u>80.05%</u>	<u>April 29, 2024</u>
Number of Beneficial Shareholders of at least 100 shares ³	(G)	<u>2471</u>	<u>June 27, 2024</u>

¹ Restricted Shares means securities that are subject to resale restrictions for any reason. Your transfer agent should be able to provide the total number of restricted securities.

² Public Float means the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a “10 percent Control Person”), or any Affiliates thereof, or any Family Members of officers, directors, and control persons. Family Member shall mean a Person’s spouse, parents, children, and siblings, whether by blood, marriage or adoption, or anyone residing in such Person’s home. OTCQB traded securities are required to have a freely traded public float of at least 10% of the shares outstanding unless an exemption applies.

³ Beneficial Shareholder means any person who, directly or indirectly has or shares voting power of such security or investment power, which includes the power to dispose, or to direct the disposition of, such security. OTCQB traded securities are required to have at least 50 beneficial shareholders unless an exemption applies.

5. Convertible Debt:

The following is a complete list of all promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities that were issued or outstanding at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this OTCQB Certification. **(If the note is no longer outstanding as of the current date, but was outstanding during the previously described period, the note must still be disclosed in the table below.):**

Check this box to confirm there were no promissory notes, convertible notes, or other convertible debt arrangements issued or outstanding at any point during this period.

6. Disclosure and Administrative Service Providers:

Annual Report Preparation:

List any law firm(s) and attorney(s) (including internal counsel) that acted as the Company's primary legal counsel in preparing its most recent annual report. (If no attorney assisted in putting together the disclosure, identify the person(s) who prepared the disclosure and their relationship to the company.)

Yvonne Bowen, Corporate Administrator

Ongoing Disclosure and Administrative Services:

List any other attorney or service provider, if different than the primary legal counsel listed above, that assisted the company during the prior fiscal year on any matter related to preparation of company disclosure documents, corporate actions and activities related to submission of a Form 211 or OTC Markets' Application. **Please include the following items in this list: firm name, firm address, primary contact name and description of services provided.** If none, please state "None."

Jennifer Traub, Cassels Brock & Blackwell, LLP

7. Investor Relations Providers:

The following is a complete list of third-party providers engaged by the Company, its officers, directors or controlling shareholders, at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this OTCQB Certification, to provide investor relations services, public relations services, marketing, brand awareness, stock promotion, or any other related services to the Company. **Please include the following items in this list: firm name, firm address, primary contact name and description of services provided.** If none, please state "None."

Adelaide Capital Markets 208 Niagara Street, Toronto, ON, Canada
Adnet Communications Inc. 401 - 510 W. Hastings Street, Vancouver, BC, Canada
Golden Opportunities Inc., Suite 601 – 409 3rd Avenue South, Saskatoon, SK Canada
Newsfile Corp. 380 - 1100 Melville Street, Vancouver, BC V6E 4A6

8. Officers, Directors and 5% Control Persons:

The following is a complete list of Officers, Directors and 5% Control Persons (control persons are beneficial owners of five percent (5%) or more of any class of the issuer's equity securities). Preferred shares, options, warrants that can be converted into common shares within the next 60 days should be included in the shareholdings listed below.

For beneficial shareholders that are corporate entities: Provide the name and address of the person(s) owning or controlling such corporate entities. If the corporate entity owning 5% or more does not have a person(s) owning or

controlling it, provide a note explaining why. If the corporate entity is a publicly traded company, provide the company's trading symbol and market.

For nominee accounts owning 5% or more: Provide the name of the 5% beneficial shareholder for this account. If there are no beneficial shareholders of 5% or more behind a nominee account, the nominee account does not need to be included in the table below.

For issuers exempt from registration under Exchange Act Rule 12g3-2(b): Complete the table below with the information described above for Officers, Directors and 10% Control Persons.

Name (First, Last)	Position/company affiliation (ex: CEO, 5% control person)	City and State (and Country if outside US)	Number of Shares Owned (list common, preferred, warrants and options separately)	Class of Shares owned	Percentage of Class of Shares Owned
Chris Pennimpede	President & CEO, Director	North Vancouver, BC, CAN	1,708,550 2,200,000	common shares stock options	1.15% 16.88%
Andrew Farncomb	Chairman of the Board, Director	Toronto, ON, CAN	4,659,095 3,000,000 2,350,000	common shares warrants stock options	3.13% 1.99% 18.03%
Josh Serfass	Director	Denver, Colorado	77,000 9,000,000	common shares stock options	0.05% 6.90%
Nick Coleman	Director	St. John's, NL, CAN	350,000	stock options	2.68%
Michael Power	Director	Toronto, ON, CAN	100,000	stock options	0.77%
Joanne Kearney	Director	Toronto, ON, CAN	100,000	stock options	0.77%
Harry Chan	CFO, Officer	Vancouver, BC, CAN	500,000	stock options	3.84%
Buchans Minerals Corporation	>10% shareholder	Toronto, ON, CAN	23,243,333 128,464,216	common shares warrants	15.62% 85.30%
Michael Gentile	>5% shareholder	Toronto, ON, CAN	12,263,925 3,750,000	common shares warrants	8.24% 2.49%
Eric Sprott	>5% shareholder	Toronto, ON, CAN	13,181,000	common shares	8.86%

9. Certification:

Date: June 20, 2024

Name of Certifying CEO or CFO: Chris Pennimpede

Title: Chief Executive Officer

Signature: /s/Chris Pennimpede
(Digital Signatures should appear as "/s/ [OFFICER NAME]")