

FORM 11

NOTICE OF SHARE UNIT GRANT OR AMENDMENT

Name of Listed Issuer: Panther Minerals Inc. (the "Issuer").

Trading Symbol: PURR

Date: April 29, 2024

1. New Restricted Share Units Granted:

Date of Grant: April 29, 2024

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of RSU's	Exercise Price	Expiry Date	No. of RSU's Granted in Past 12 Months
Robert Birmingham	Officer	Yes	150,000	N/A	N/A	Nil
David Beck	Officer/Director	Yes	150,000	N/A	N/A	Nil
Sebastian Lowes	Director	Yes	150,000	N/A	N/A	Nil
James Tworek	Director	Yes	50,000	N/A	N/A	Nil
Michael Leahy	Director	Yes	50,000	N/A	N/A	Nil
[redacted]	Consultant	No	250,000	N/A	N/A	Nil
[redacted]	Consultant	No	25,000	N/A	N/A	Nil
[redacted]	Consultant	No	100,000	N/A	N/A	Nil
[redacted]	Consultant	No	150,000	N/A	N/A	Nil
[redacted]	Consultant	No	5,000	N/A	N/A	Nil
[redacted]	Consultant	No	25,000	N/A	N/A	Nil
[redacted]	Consultant	No	100,000	N/A	N/A	Nil
[redacted]	Consultant	No	250,000	N/A	N/A	Nil
[redacted]	Consultant	No	250,000	N/A	N/A	Nil
[redacted]	Consultant	No	20,000	N/A	N/A	Nil

Total Number of optioned shares proposed for acceptance: 1,725,000

2. Other Presently Outstanding Restricted Share Units and Options:

Name of Optionee	No. of Optioned Shares ⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date
Steven Inglefield	50,000	\$ 0.75	February 27, 2023	February 27, 2028
David Beck	50,000	\$ 0.75	February 27, 2023	February 27, 2028
Borzooyeh Zare	70,000	\$ 1.00	August 20, 2019	August 20, 2024

(1) Set out number of optioned shares for each grant with different terms.

3. Additional Information

- (a) If shareholder approval was required for the grant of options (including prior approval of a stock option plan), state the date that the shareholder meeting approving the grant was or will be held.
- (b) State the date of the news release announcing the grant of options.
- (c) State the total issued and outstanding share capital at the date of grant or amendment.
- (d) State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to incentive stock options, including new options, amended options and other presently outstanding options.
- (e) If the new options are being granted pursuant to a stock option plan, state the number of remaining shares reserved for issuance under the plan.
- (f) If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors.
- (g) Describe the particulars of any proposed material changes in the affairs of the Issuer.

4. 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. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. 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).
4. All of the information in this Form 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated: April 29, 2024.

Robert Birmingham
Name of Director or Senior
Officer

"Robert Birmingham"
Signature

Chief Executive Officer
Official Capacity