

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**Item 1 Name and address of the Company**

**Magna Terra Minerals Inc.** (previously Brionor Resources Inc.)  
150 York Street, Suite 410  
Toronto, Ontario  
M5H 3S5

**Item 2 Date of material change**

June 19, 2017.

**Item 3 News release**

The press release was issued and distributed via Marketwire on June 19, 2017.

**Item 4 Summary of material change**

Magna Terra Minerals Inc. ("Magna Terra") closes 2<sup>nd</sup> tranche of private placement financing.

**Item 5 Full description of material change**

**5.1- Full description of material change**

Brionor announced the closing of the second tranche of its private placement for gross proceeds of \$108,500 bringing the total amount raised to \$794,546. In this tranche a total of 2,170,000 units (the "Units") were issued at \$0.05 per Unit. Each Unit consists of one common share and one common share purchase warrant (the "Warrant"). Each Warrant entitles the holder to acquire one common share of the Company at a price of \$0.08 until June 19, 2019. No finders fees were paid in conjunction with this portion of the private placement.

The shares and warrants issued in this closing are subject to a four month hold period ending on October 19, 2017. The private placement remains subject to the final approval of the TSX Venture Exchange.

**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**

None

**Item 8      Executive Officer**

Lewis Lawrick, President & CEO  
Tel: (647) 478-5307

**Item 9      Date of Report**

June 21, 2017