

## NOTICE OF CHANGE OF AUDITOR

**TO: Alberta Securities Commission  
British Columbia Securities Commission  
Autorité des marchés financiers (Quebec)**

**AND TO: parker simone LLP and MNP LLP**

### **TAKE NOTICE THAT:**

1. parker simone LLP, Chartered Professional Accountants has resigned effective August 28, 2018, at the request of Magna Terra Minerals Inc. ( "**Magna Terra**").
2. the Board of Directors of Magna Terra resolved on August 28, 2018, that MNP LLP("MNP") be appointed as successor auditor to fill the vacancy in the position of auditor of Magna Terra.
3. Magna Terra's board of directors and audit committee have reviewed the documents relating to the change of auditor and have approved the resignation of parker simone LLP and the appointment of MNP LLP as successor auditor;
4. there have been no reservations or modified opinions contained in the audit reports of parker simone LLP for the two most recently completed fiscal years and any subsequent period; and
5. there are no reportable events, including disagreements, consultations or unresolved issues, as such terms are defined in National Instrument 51-102 *Continuous Disclosure Obligations*.

**DATED** as of the 28th day of August, 2018.  
**MAGNA TERRA MINERALS INC.**

*"Errol Farr"*

Name: Errol Farr  
Title: Chief Financial Officer and Corporate Secretary