



May 22, 2018

**Via SEDAR**

**To: The Shareholders of Magna Terra Minerals Inc. and  
The Autorité des Marchés Financiers, and other Canadian securities  
regulators**

Dear Sirs, Mesdames:

**Re: Refiling of the Management Information Circular of Magna Terra Minerals  
Inc.**

We are hereby refiling our management information circular (the “**Circular**”) as the initial filing made on May 17, 2018 contained the incorrect version of the Circular.

The amended Circular replaces the original version filed on May 17, 2018. Please feel free to contact the undersigned should you have any questions or comments in connection with the foregoing.

Magna Terra Minerals Inc.

“Signed”

Errol Farr, CPA, CMA  
Chief Financial Officer