

MAGNA TERRA MINERALS INC.
NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual and special meeting of shareholders (the “**Meeting**”) of Magna Terra Minerals Inc. (the “**Corporation**”) will be held on June 14, 2018 at 10:00 a.m., at 150 York Street, Suite 410, Toronto, Ontario, M5H 3S5, for the following purposes:

1. To receive the financial statements of the Corporation for the year ended August 31, 2017 and the auditors’ report;
2. To approve the election of the directors;
3. To appoint the auditors and to authorize the board of directors to establish the auditors’ remuneration;
4. To consider, and if deemed advisable to adopt, a resolution annexed as Schedule “C” to the Information Circular, ratifying and confirming the Corporation’s Stock Option Plan;
5. To consider, and if deemed advisable, adopt a special resolution in the form annexed as Schedule “D” to the Information Circular, authorizing an amendment to the articles of the Corporation so as to, if deemed advisable by the board of directors of the Corporation, consolidate, no later than June 14, 2019, the issued and outstanding common shares of the Corporation on the basis of one (1) post consolidation common share of the Corporation for up to four (4) pre-consolidation common shares of the Corporation, as more particularly described in the accompanying Information Circular; and
6. To transact such other business as may properly come before the Meeting.

Only persons registered as shareholders on the records of the Corporation as of the close of business on May 2, 2018 (the “**Record Date**”) are entitled to receive notice of, and to vote or act, at the Meeting. No person who becomes a shareholder after the Record Date will be entitled to vote or act at the Meeting or any adjournment thereof.

If a shareholder receives more than one proxy form because such shareholder owns shares registered in different names or addresses, each proxy form should be completed and returned as indicated in the proxy form.

If you are unable to attend the Meeting in person, please date, complete and sign the enclosed form of proxy and return following the instructions therein

DATED May 7, 2018.

By order of the Board of Directors

(s) Lewis Lawrick

Lewis Lawrick

President and Chief Executive Officer