

## NOTICE OF CHANGE OF AUDITOR

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

**AND TO: MNP LLP and to McGovern Hurley LLP**

### TAKE NOTICE THAT:

1. MNP LLP, Chartered Professional Accountants has resigned effective July 29, 2020, at the request of MNP LLP.
2. the Board of Directors of Magna Terra resolved on July 29, 2020, that McGovern Hurley, LLP 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 MNP LLP and the appointment of McGovern Hurley, LLP as successor auditor;
4. there have been no reservations or modified opinions contained in the audit reports of MNP 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 29th day of July, 2020.  
**MAGNA TERRA MINERALS INC.**

*"Errol Farr"*

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