

## Form 51 – 102F3

### Material Change Report

#### 1. Name and Address of Company

Magna Terra Minerals Inc. (“**Magna Terra**” or the “**Company**”)  
20 Adelaide St. East  
Suite 915  
Toronto, Ontario  
M5C 2T6

#### 2. Date of Material Change

June 2, 2022.

#### 3. News Release

Magna Terra issued a press release with respect to the material change described below on June 3, 2022.

#### 4. Summary of Material Change

On June 2, 2022, Magna Terra completed an initial closing of its non-brokered Private Placement (the “**Private Placement**” or the “**Offering**”) totaling \$858,000.

#### 5. Full Description of Material Change

##### 5.1 Full Description of Material Change

On June 2, 2022, Magna Terra completed a first closing of its non-brokered Private Placement totaling \$858,000. In the initial closing, the Company issued 4,450,000 Premium Flow-Units (“**PFT Units**”) at a price of \$0.14 per PFT Unit; and 2,350,000 Hard Dollar Units (“**HD Units**”) at a price of \$0.10 per HD Unit.

Each PFT Unit consists of one (1) flow-through common share of the company and one half (1/2) of one flow-through common share purchase warrant. Each full flow-through common share purchase warrant will be exercisable for an additional common share of the Company at a price of \$0.15 for 24 months from the date of issuance.

Each HD Unit consists of one (1) common share of the company and one half (1/2) of one common share purchase warrant. Each full common share purchase warrant will be exercisable for an additional common share of the Company at a price of \$0.15 for 24 months from the date of issuance.

The warrants issued in conjunction with the Offering are subject to an Acceleration Clause, four (4) months plus one (1) day after the Closing Date of the Private Placement, whereby the Acceleration Clause will be in effect if the closing price of the common shares of the Company on the TSX Venture Exchange is equal to or greater than \$0.35 for ten (10) consecutive trading days, entitling the Company to accelerate the expiry date of the warrants such that the holders of the warrants shall have a period of thirty (30) days to exercise the warrants upon deemed receipt

of the Acceleration Notice. Company Insiders participated in the Private Placement for total subscription proceeds of \$170,000.

The gross proceeds from the issuance of PFT Units will be used to incur “Canadian exploration expenses” that are “flow-through mining expenditures” (as such terms are defined in the Income Tax Act (Canada)) related to the Company’s mineral exploration projects, in southern New Brunswick and western Newfoundland. The proceeds from the issuance of HD Units will be used for general working capital purposes.

In connection with this initial closing of the Private Placement, the Company paid \$19,600 in finder’s fees and issued 196,000 finders warrants exercisable into common shares of the Company at a price of \$0.15 for 24 months from the date of issuance, and are subject to the above mentioned acceleration clause; as permitted by the policies of the TSX Venture Exchange.

An Insider of the Company participated in the first closing by acquiring 1,400,000 HD Units of the Company for total gross proceeds of \$140,000.

All securities issued pursuant to the Private Placement will be subject to a four month and one day hold period. The Private Placement remains subject to final approval by the TSX Venture Exchange. The proceeds of the financing will be used to advance Magna Terra’s project portfolio in Newfoundland and New Brunswick, and for general working capital purposes.

### **Related Party Transaction**

An Insider of the Company participated in the first closing of the Private Placement by acquiring 1,400,000 HD Units of the Company for total gross proceeds of \$140,000. These subscriptions are considered to be a “related party transaction” for purposes of Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions (“**MI 61-101**”). The Company did not file a material change report more than 21 days before the expected closing date of the Offering as the participation therein by such “related party” of the Company was not settled until shortly prior to the closing of the Offering. The Company relied on exemptions from the formal valuation and minority shareholder approval requirements available under MI 61-101. The Company is exempt from the formal valuation requirement in section 5.4 of MI 61-101 in reliance on section 5.5(b) of MI 61-101 (Issuer Not Listed on a Specified Market). Additionally, the Company is exempt from minority shareholder approval requirement in section 5.6 of MI 61-101 in reliance on section 5.7(b) of MI 61-101 (Fair Market Value Not More Than \$2,500,000).

#### **5.2 Disclosure required for a “Restructuring Transaction”**

Not applicable.

#### **6. Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable.

#### **7. Omitted Information**

Not applicable.

**8. Executive Officer**

The executive officer who can answer questions regarding this report is Mr. Lew Lawrick, President Chief Executive Office of Magna Terra. Mr. Lawrick can be reached at (647) 478-5307.

**9. Date of Report**

June 10, 2022.