

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 February 26, 2026 at 11:00 a.m. (Toronto time), virtually via live audio webcast available online by registering at <https://qrco.de/bgZhrE> for the following purposes:

1. To receive and consider the financial statements of the Corporation for the fiscal year ended August 31, 2025 and the auditors’ report;
2. To elect the directors of the Corporation for the ensuing year;
3. To appoint McGovern Hurley LLP as the auditor of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix the remuneration to be paid to the auditors;
4. To consider, and if deemed advisable to adopt, a resolution in the form annexed as Schedule “A” to the Management Information Circular of the Corporation dated January 22, 2026 (the “**Circular**”), ratifying, approving, and confirming the Corporation’s Omnibus Equity Incentive Plan, as more particularly described in the Circular;
5. 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 January 22, 2026 (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.

The Corporation is conducting the Meeting virtually via live audio webcast to ensure the health and safety of shareholders, employees, and the communities in which we live. The Board of Directors and management of the Corporation believe that enabling shareholders to attend the Meeting virtually will also lead to greater shareholder attendance and participation.

Shareholders will be able to listen to the Meeting, all in real time, via live webcast available online by registering at <https://qrco.de/bgZhrE>. Registered shareholders and duly appointed proxy holders who participate in the Meeting virtually will also be able to ask questions and vote. Shareholders will be able to access the Meeting using an internet connected device such as a laptop, computer, tablet, or mobile phone.

It is important to note that shareholders accessing the Meeting virtually must remain connected to the internet at all times during the Meeting in order to vote when balloting commences. It is your responsibility to ensure internet connectivity for the duration of the Meeting.

Following the conclusion of the formal business to be conducted at the Meeting, the Corporation will invite questions and comments from registered shareholders and duly appointed proxy holders attending the Meeting.

If you are unable to attend the Meeting, please date, complete and sign the enclosed form of proxy and deliver it to Computershare Investor Services Inc. (i) by mail or hand delivery to Proxy Department, 320 Bay Street, 14th Floor, Toronto, Ontario, M5H 4A6, or (ii) by facsimile to 416-263-9524 or 1-866-249-7775. A shareholder may also vote using the Internet at www.investorvote.com or by telephone at 1-866-732-8683. In order to be valid and acted upon at the Meeting, the form of proxy must be received no later than 5:00 p.m. (Eastern time) on February 25, 2025 or be deposited with the Secretary of the Corporation before the commencement of the Meeting or any adjournment thereof.

DATED January 22, 2026

By order of the Board of Directors

(signed) Lewis Lawrick

Lewis Lawrick

President and Chief Executive Officer