

Magna Terra Announces Results of Annual and Special Meeting

Toronto, Ontario--(Newsfile Corp. - February 26, 2026) - Magna Terra Minerals Inc. (TSXV: MTT) (the "Company" or "Magna Terra") is pleased to announce that all resolutions proposed to shareholders at the annual and special meeting held today were duly passed.

All the nominees listed in the management information circular for the meeting were elected as directors of the Company. Detailed results of the vote for the election of directors are set out below.

Nominee	Votes For	% For	Votes Against	% Against
Michael Byron	49,294,817	99.69%	155,192	0.31%
Patricia Kajda	49,084,389	99.26%	365,620	0.74%
Lewis Lawrick	49,364,389	99.83%	85,620	0.17%
Gemot Wober	49,444,995	99.99%	5,014	0.01%

In addition: (i) McGovern Hurley LLP was reappointed as the Company's auditors for the ensuing year and the directors were authorized to fix their remuneration, and (ii) the Company's omnibus equity incentive plan has been authorized, ratified, approved, and confirmed. The report of voting results will be made available under the Company's SEDAR+ profile at www.sedarplus.ca.

Omnibus Equity Incentive Plan

The omnibus equity incentive plan (the "Omnibus Plan") was previously adopted by the board of directors of the Company on January 21, 2026. The Omnibus Plan was adopted in accordance with Policy 4.4 - *Security Based Compensation* of the TSX Venture Exchange, which requires all listed issuers to maintain a security-based compensation plan governing the granting of stock options. Magna Terra's previous stock option plan, originally adopted on November 13, 2009, and last amended and restated on November 12, 2012 (the "Legacy Plan"), was a "rolling" plan that reserved for issuance a maximum of 10% of the Company's issued and outstanding common shares from time to time.

The Omnibus Plan authorizes the Company to grant a broader range of equity-based awards, including (i) stock options, (ii) deferred share units ("DSUs"), (iii) restricted share units ("RSUs"), and (iv) performance share units ("PSUs") (collectively, the "Awards"). The Omnibus Plan with respect to the stock options is a "rolling" plan such that the aggregate number of common shares reserved for issuance pursuant to stock options granted under the Omnibus Plan (including the stock options currently outstanding under the Legacy Plan) shall not exceed 10% of the Company's total issued and outstanding common shares from time to time. In respect of DSUs, RSUs, and PSUs, the aggregate number of common shares reserved for issuance pursuant to Awards other than for stock options granted under the Omnibus Plan shall not exceed 10,808,722, being 10% of the issued and outstanding common shares on the date of the management information circular.

The Omnibus Plan replaces the Legacy Plan in its entirety. For more information, a summary of the Omnibus Plan is outlined in the Company's management information circular which has been filed under the Company's SEDAR+ profile at www.sedarplus.ca.

Equity Grants

The Company also announces that it has granted a total of 2,100,000 stock options and 1,400,000 RSUs to certain officers, directors, employees, and consultants to the Company in accordance with its Omnibus Plan. Each stock option is exercisable at \$0.155 per share for a period of five years from issuance and will vest over an 18-month period in three equal tranches. The RSUs vest over a three-year period in three equal tranches starting one year from the grant date. Each RSU converts to one common

share of the Company upon settlement in accordance with the Omnibus Plan. The grants aim to align leadership interests with shareholders, recognize contributions, and support long-term retention and performance.

About Magna Terra

Magna Terra Minerals Inc. is a precious and critical metals focused exploration company, headquartered in Toronto, Canada. Magna Terra is focused on acquiring and advancing its high-potential mineral projects in Atlantic Canada and Argentina while generating value for shareholders and minimizing shareholder dilution through option and joint venture partnerships where appropriate; leveraging our ability to explore, grow, and transact projects. The Company is focused on exploring our 100%-owned Humber Copper-Cobalt Project in Newfoundland and Labrador; our 100% owned Rocky Brook Gold and Critical Metals Project in the historic Bathurst Mining Camp of New Brunswick; the recently acquired Prospect Or's Gold Project, and our 100%-owned Cape Spencer Gold Project in New Brunswick. In addition, the Company has optioned the Great Northern Project in Newfoundland to Gold Hunter Resources Inc. ("Gold Hunter") for total cash and share consideration of \$9.5 million over a 2-year period, and currently holds an approximate 13.6% equity interest in Gold Hunter. The Company has also optioned the Luna Roja Project in Argentina to Lunex Metals Corp. ("Lunex"; formerly Andean Metals Corp.) for total cash and share consideration of \$2.375 million over a 4-year period, where Lunex has recently initiated a 3,000 metre drill program. Further, the Company maintains a significant exploration portfolio in the province of Santa Cruz, Argentina which includes its large 100% owned Boleadora Project, as well as several additional district scale drill ready projects available for purchase or option/joint venture.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

FOR FURTHER INFORMATION, PLEASE CONTACT:

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