



Magna Terra Minerals Inc.
Management's Discussion and Analysis
of the
Financial Condition and Results of Operations

For the three months ended November 30, 2022

MAGNA TERRA MINERALS INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

This management discussion and analysis ("MD&A") has been prepared based on information available to Magna Terra Minerals Inc. ("Magna Terra" or the "Company") as at January 26, 2023. The MD&A of the operating results and financial condition of the Company for the three months ended November 30, 2022, should be read in conjunction with the Company's condensed interim consolidated financial statements for the three months ended November 30, 2022 (the "Financial Statements"). The Financial Statements have been prepared by management and are in accordance with International Financial Reporting Standards ("IFRS") and all amounts are expressed in Canadian dollars unless otherwise noted. Other information contained in this document has also been prepared by management and is consistent with the data contained in the Financial Statements. Additional information relating to the Company can be found on the Company's website www.magneterraminerals.com and on SEDAR at www.sedar.com.

Nature of Activities and Corporate Strategy

Magna Terra is incorporated under the *Canada Business Corporations Act*. The Company is a Canada based, gold/silver focused precious metals exploration company. In July 2020, the Company closed the acquisition of two district scale, resource stage gold exploration projects in the provinces of Newfoundland and Labrador, and New Brunswick. The Company also acquired in 2020 (via an option to purchase) an early-stage exploration project in southern New Brunswick. The Company maintains but is not actively advancing a large exploration portfolio (37,000 hectares, sub-divided into 7 projects) in the province of Santa Cruz, Argentina, and it is looking for partners to advance via Joint Venture or to monetize via outright sale. With active exploration programs proceeding on two district scale projects in Atlantic Canada, the Company is positioned to deliver shareholder value through the potential for further precious metals discovery on its extensive portfolio.

The Company's strategy is to rely on a highly skilled, creative and focused exploration and management team to discover and acquire early-stage projects where it can add value quickly. Reflecting on its significant success and experience in Atlantic Canada, the Company has acquired projects that are all located along large regional faults that are known to be important structural controls for gold deposition. Each of its projects therefore has the potential to host multiple mineralized deposits within these highly prospective geological settings.

Exploration and Evaluation Projects

The Great Northern and Viking Projects

The Great Northern Project is an exploration-stage property with a significant resource base, drill ready targets and potential for near-term resource expansion.

The Great Northern and Viking Projects comprises 2 separate claim blocks (13,775 hectares) and that are located near the communities of Sops Arm, Pollard's Point, and Jackson's Arm, in western Newfoundland and Labrador. The area is accessible by provincial Route 420, which is connected to the Trans-Canada Highway (TCH) 75 kilometres to the south.

The Great Northern and Viking Projects are centered along a 30-kilometre section of the Doucers Valley Fault, a significant geological control on, and host to, several gold deposits and untested prospects, including the Rattling Brook and Thor Deposits, Incinerator, Furnace, Jacksons Arm, Viking, Kramer, Viking North, and Little Davis Pond trends; a proven gold environment with existing Mineral Resources and numerous untested gold trends over a cumulative 30+ kilometre strike. Gold mineralization is hosted within a variety of rock types that include Precambrian or Ordovician granites, or younger volcanic and sedimentary rocks, typically along splays off the Doucers Valley Fault, a similar geological environment to Marathon Gold Corporation's Valentine Gold Project. Alteration consists of mesothermal style quartz $\pm$ iron carbonate $\pm$

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sulfide veins and stockworks with 2 to 5% total sulfides consisting of pyrite, galena, chalcopyrite or sphalerite, and locally show trace amounts of visible gold.

Several drill targets and specific opportunities for mineral resource expansion and discovery have been identified by the Company based on recent field programs and a comprehensive review of historic and current exploration data. This work, in conjunction with that of previous operators on the Property, has identified the importance of fault control on gold mineralization. These major target areas for near-term drill testing are:

- **The Apsy Zone** – Existing Mineral Resource with potential for minimum 800 metre extension.
- **Incinerator Trend** – 1.8-kilometre long gold-bearing east-west fault only tested by four historic drill holes each intersecting gold mineralization: 2.32 g/t gold over 4.1 metres (drill hole RB-41); 1.06 g/t gold over 15.6 metres (drill hole RB-39); 1.00 g/t gold over 9.7 metres (drill hole RB-37); and 1.78 g/t gold over 4.0 metres (drill hole RB-35).
- **Furnace Trend** – 1.7-kilometre long trend with rock grab samples** assaying up to 5.60 g/t gold along east-west fault zone.
- **Kramer Trend** – 1.5-kilometre long northeast striking zone of gold mineralization centred on the contact between granites and quartzites. Highlight assays from previous drill holes KR-10-07 and KR-10-08 include 1.12 g/t gold over 20.05 metres and 1.50 g/t gold over 14.4 metres, respectively.
- **Viking Trend** – 5.5 kilometre long by up to 40-metre wide deformation and alteration zone with gold grades of 0.45 g/t gold over 20.0 metres in drill hole VK-16-151, 0.37 g/t gold over 16.5 metres in drill hole VK-11-125, as well as local high grades as indicated by 7.43 g/t gold over 1.0 metre in drill hole VK-16-155.
- **Viking North Trend** – 8-kilometre long east-west striking fault zone, sub-parallel to the Viking Trend, that is host to gold mineralized rocks and soils from reconnaissance sampling assaying up to 2.11 g/t gold and 380 ppb gold, respectively.
- **Jacksons Arm Trend** – 2.4-kilometre long gold zone defined by numerous gold bearing rock and soil samples and from drilling in late 2020.

Note: Analytical results are sourced in the Great Northern Project Technical Report (2019) and Viking Project Technical Report (2016) - see "Technical Reports and Documentation Notes" below.

Great Northern Project - Rattling Brook Deposit Mineral Resource Estimate

The updated Mineral Resource Estimate for the Rattling Brook Deposit is 5,460,000 tonnes at an average grade of 1.45 g/t gold for 255,000 contained ounces at a cut-off grade of 1.0 g/t gold in 3 mineralized zones; the Road, Apsy, and Beaver Dam zones with an effective date of January 23, 2019 (Table 1).

Table 1: Rattling Brook Deposit Mineral Resource Estimate – Effective Date: January 23, 2019

Zone	Cut-Off (Au g/t)	Category	Rounded Tonnes	Au (g/t)	Rounded Ounces
Apsy	1.0	Inferred	2,850,000	1.52	139,000
Road	1.0	Inferred	2,120,000	1.28	87,000
Beaverdam	1.0	Inferred	480,000	1.81	28,000
Total	1.0	Inferred	5,460,000	1.45	255,000

1. This Mineral Resource Estimate was prepared in accordance with NI 43-101 and the CIM Standards (2014).
2. Mineral Resource Estimate tonnages have been rounded to the nearest 10,000 and ounces have been rounded to the nearest 1,000. Totals may not sum due to rounding.
3. A cut-off of 1.00 g/t gold was used to estimate Mineral Resources.
4. Mineral Resources were interpolated using Ordinary Kriging from 1.5 m downhole assay composites.
5. An average bulk density of 2.70 g/cm³ has been applied.
6. Over 90% of Mineral Resources occur above a depth of 150 m below surface, the current maximum depth of the Anaconda Mining operated Pine Cove Mine. Mineral Resources were reported within an additional 50 m

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of the 150 m benchmark, to a maximum depth of 200 m, and are considered to reflect reasonable prospects for economic extraction in the foreseeable future using conventional open-pit mining methods at a gold price of CAD\$1,550 per ounce.

7. Mineral Resources do not have demonstrated economic viability.
8. This estimate of Mineral Resources may be materially affected by environmental, permitting, legal title, taxation, sociopolitical, marketing, or other relevant issues.

Viking Project - Thor Deposit Historical Mineral Resource Estimate

The Thor Deposit contains an Historical Indicated Mineral Resource of 63,000 ounces of gold (937,000 tonnes at an average grade of 2.09 g/t gold) plus an Historical Inferred Mineral Resource of 20,000 ounces of gold (350,000 tonnes at an average grade of 1.79 g/t gold) at a cut-off grade of 1.0 g/t gold (Table 2). The Historical Mineral Resource Estimate was prepared in accordance with NI 43-101 and the CIM Standards (2014) for the Thor Deposit of the Viking Project and has an effective date of August 29, 2016. An Independent Qualified Person has not carried out sufficient work to classify this Historical Mineral Resource Estimate as current and Magna Terra is not considering this Mineral Resource Estimate to be current. Magna Terra considers the Thor Deposit to have potential for expansion that will be addressed by the Company in future exploration programs.

Table 2: Historical Mineral Resource Estimate and Sensitivity Report for the Thor Deposit – Effective date: August 29, 2016

Au Cut-off (grams per tonne)	Tonnes > Cut-off (tonnes)	Grade > Cut-off Au (grams per tonne)	Contained Ounces Au[^]
	Indicated		
0.50	1,817,000	1.42	83,000
*1.00	937,000	2.09	63,000
2.00	357,000	3.19	36,600
	Inferred		
0.50	847,000	1.15	31,000
*1.00	350,000	1.79	20,000
2.00	94,000	2.90	8,800

[^]Historical Mineral Resource Estimate Cut-off gold grade is 1.0 g/t gold.

Exploration Targets

Apsy Feeder Zone and Apsy Zone (Rattling Brook Deposit)

The Apsy Feeder Zone is hosted along a northwest oriented fault splay extending from the Apsy Zone that has a moderate south dip and has been identified by the Company and previous operators, to have a significant control on gold mineralization within the host Proterozoic Main River granites and the overlying Cambrian quartzites and phyllites. This fault is potentially associated with higher grades within the Apsy Zone. The Apsy Feeder Zone and associated fault, gold-bearing rock grab samples (assaying up to 3.2 g/t gold), and anomalous soils extends for 800 metres northwest of the Apsy Zone mineral resource. The most northwesterly hole drilled along this Trend, drill hole JA-05-36, intersected 1.13 g/t gold over a core length of 115.7 metres (true thickness 70 metres), supporting potential expansion of the Apsy Zone into the feeder fault to the northwest.

Recently re-processed historic IP geophysical data outlines a high chargeability anomaly that corresponds with the known Apsy Zone Resource as well as the Apsy Feeder Zone. The IP chargeability target coincident with the Apsy Feeder Zone has not been tested by diamond drilling and represents an opportunity to further discover sulfide and gold mineralization along this Trend.

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Incinerator Trend

The Incinerator Trend comprises a 1.8-kilometre long alteration zone with numerous anomalous soils (up to 700 ppb gold) that has been successfully tested by four broad-spaced (100 to 500 metres) diamond drill holes from 1987 (core length; true thickness unknown) that returned assays of:

- 2.32 g/t gold over 4.1 metres (33.1 to 37.2 metres) in drill hole RB-41;
- 1.06 g/t gold over 15.6 metres (66.8 to 82.4 metres) in drill hole RB-39;
- 1.00 g/t gold over 9.7 metres (32.1 to 41.8 metres) in drill hole RB-37; and
- 1.78 g/t gold over 4.0 metres (47.2 to 51.2 metres) in drill hole RB-35.

The altered and mineralized zone is hosted along an east-west oriented (070°) fault zone and associated topographic low. The fault zone, along with gold intersected in the four broad-spaced drill holes and gold-bearing soil samples, corresponds to a 1.0 kilometre long IP chargeability anomaly that forms a compelling target for follow-up drilling.

Furnace Trend

The Furnace Trend comprises a 1.7-kilometre long zone of gold-bearing rock grab samples* with assays up to 5.60 g/t gold and soil samples (assays up to 66 ppb gold) that has not been tested with previous drilling. The altered and mineralized zone sub-parallel with and located 1.1 kilometres to the south of the Incinerator Trend, is hosted within a similar east-west trending fault zone.

Jacksons Arm Trend

The Jacksons Arm Trend is host to a 2.4-kilometre long by 40- to 400-metre wide continuous alteration zone that is controlled by a north-south striking fault. The fault extends immediately to the north along strike with similar repeating fault zones to the east outlining a potential strike extent of an additional 4 kilometres. A recent phase 1 drilling program by the Company at the Jacksons Arm Trend intersected broad zones of alteration and gold mineralization in each drill hole outlining a large gold-bearing alteration system along at least a 300-metre section of the larger Jacksons Arm Trend with assays (core length; true thickness unknown) including:

- 4.67 g/t gold over 0.5 metres (73.5 to 74.0 metres) in drill hole JA-20-01;
- 3.84 g/t gold over 0.5 metres (46.5 to 47.0 metres) in drill hole JA-20-07; and
- 2.01 g/t gold over 1.0 metre (22.5 to 23.5 metres) in drill hole JA-20-08.

Highlights of surface grab samples* include:

- Assays up to 20.20 g/t gold and 1,232 g/t silver at the Boot N' Hammer Prospect;
- Assays up to 56.70 g/t gold and 2.75 ounce per tonne silver at the Stocker Prospect;
- Assays up to 7.20 g/t gold at the Shrik Prospect; and
- Assays up to 13.60 g/t gold at the 954 Prospect.

Several north and northeast oriented fault zones truncate the main thrust fault at Jacksons Arm in the area of multiple rock and soil gold occurrences and future work will focus on testing these fault zones for control on gold mineralization.

**Note: "grab and boulder samples" are selected samples and are not necessarily indicative of mineralization that may be hosted on the property.*

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Mineral Licences, Option Agreements, and Licences

The Great Northern and Viking Projects are subject to several underlying option and royalty agreements whereby the Company can earn or has earned a 100% interest in the mineral rights.

The Great Northern Project is comprised of eight mineral exploration licences that collectively encompass 249 mineral claims covering approximately 6,475 hectares. All of the mineral exploration licences are held 100% by the Company now having earned into all option agreements.

On August 21, 2020, the Company earned its 100% interest in the Jackson's Arm property, consisting of two licences previously held by Metals Creek Resources Corp. ("Metals Creek"). The Company completed the option agreement by making the final payment to Metals Creek of \$20,000 in cash and issuing 350,000 common shares of the Company.

On August 18, 2020, an additional 13 claims (325 hectares) were acquired via an option agreement, covering the along strike extension of the Rattling Brook Deposit. The Company has earned a 100% interest in the property by paying to the optionor a total of \$31,794 in cash and issuing a total of 139,923 common shares of the Company. The Property is subject to a 2% Net Smelter Return Royalty ("NSR") payable to the Vendor with 1% NSR purchasable by the Company for \$1,000,000 and right of first refusal on the remaining 1% NSR.

One of the 100% owned licences is subject to a 3% NSR. The Company has a right to purchase half the NSR (1.5% portion) at a cost of \$1.5 million. A portion of another licence is subject to a 0.5% NSR.

The Viking Project is comprised of four mineral exploration licences totaling 292 claims covering 7,300 hectares. On September 8, 2020, the Company completed amended and re-stated option agreements on the Viking and Kramer Properties with Spruce Ridge Resources Ltd ("Spruce Ridge"). The Company can earn a 100% interest in the Viking and Kramer Properties by paying a total of \$300,000 over 4 payments ending February 15, 2023. At the Company's option up to one half of the payments can be made via the issuance of common share units (the "Units"). The number of Units are calculated using the 20-day volume weighted average price ("VWAP") of the Company's common shares immediately prior to the payment date. Each Unit will consist of one common share and ½ common share purchase warrant (the "Warrants"). Each whole Warrant will be exercisable at a 50% premium to the common share VWAP, for a period of 2 years from the payment date. The Warrant exercise price will not be less than the closing market price of the common shares on the day prior to the payment date. To date, a total of \$200,000 has been paid through the issuance of 261,312 units and total cash payments of \$151,389. Spruce Ridge is entitled to a 0.5% uncapped NSR on all minerals sales from the Viking Property, and a 2.0% NSR on all mineral sales from the Kramer Property, which is capped at \$2,500,000, after which the NSR will be reduced to 1.0%.

Upon earning into the Viking and Kramer option agreements, a separate NSR obligation to a third party will be in effect and includes a 2.5% NSR on the Viking Property, a 1% NSR on the Kramer Property, and a 1.5% NSR granted on an area of interest within 3 km of the combined Viking and Kramer Properties.

Technical Reports and Documentation Notes

Mineral Resources are not Mineral Reserves and do not have demonstrated economic viability. All Mineral Resource Estimates were prepared in accordance with NI 43-101 and the CIM Standards (2014).

The Mineral Resource Estimate quoted in this MD&A regarding the Great Northern Project refers to the technical report: "*NI 43-101 Technical Report and Updated Mineral Resource Estimate on the Rattling Brook Gold Deposit, Great Northern Project, White Bay Area, Newfoundland, Canada*", (the "Great Northern Report") with an effective date of January 23, 2019, and authored by Matthew Harrington, P.Ge. (Independent Qualified Person) and Michael Cullen, P.Ge. (Independent Qualified Person).

The Historical Mineral Resource Estimate quoted in this press release regarding the Viking Project (Thor Deposit) is taken from the technical report: "*NI 43-101 Technical Report And Mineral Resource Estimate*

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For The Thor Deposit, Viking Project, White Bay Area, Newfoundland and Labrador, Canada, Latitude 49° 42' N Longitude 57° 00' W" prepared for Anaconda Mining Inc. by David A. Copeland, P.Geo., Dr. Shane Ebert, P. Geo. and Gary Giroux, P. Eng. M.ASc., August 29, 2016.

Rock and core sample lengths from historic exploration programs that are reported are presented as core or sample lengths only. All quoted drill core sample intervals, grades and production statistics were compiled from historic assessment reports obtained from the government of Newfoundland and Labrador that are referenced the Technical Reports noted above.

Exploration Activities

Exploration at Great Northern comprised flying a LiDAR survey of the entire Great Northern Project, geological mapping and prospecting, 51-line kilometres of ground IP surveying and 59-line kilometres of ground magnetic surveying, and the collection of 395 rock samples and 4,974 soil samples.

Prospecting and Geological Mapping

During 2020, a total of 114 rock samples were collected along the Jacksons Arm Trend with assays from grab and float samples up to 26.90 g/t gold and 24 of 114 samples assaying greater than 0.10 g/t gold**. Geological mapping and prospecting have confirmed gold grade and location of mineralization from previous sampling in addition to extending the strike of exposed alteration and gold mineralization by 700 metres southeast. The Jacksons Arm Trend now has an extent of 2.4 kilometres and remains open to the north along strike and to the east along the folded contact between the faulted granite and volcanic/sedimentary contact. At the Little Davis Pond Trend reconnaissance prospecting and geological mapping and collection of 11 grab samples have confirmed the high-grade results of historic exploration with assays up to 17.5 g/t gold and 5 or of 11 samples assaying greater than 0.1 g/t gold*.

Reconnaissance-style prospecting, rock sampling and geological mapping was completed during the summer 2021 on the Great Northern and Viking Projects with a particular focus on areas more easily reached in the summer by use of ATV trails and roads. Prospecting resulted in the collection of 266 rock samples primarily focused on areas along strike of the Rattling Brook Deposit and the Jacksons Arm Trend as well as the Little Davis Pond area.

Prospecting was successful in locating zones of sulphide (Py, Cpy) bearing quartz veins and associated wallrock alteration (Fe-carbonate, sericite, Py) 2.0 kilometres along strike to the north of the Jacksons Arm Trend, 1.3 kilometres southwest of the Beaver Dam Zone Rattling Brook Deposit, and 2.0 kilometres southeast of the Little Davis Pond Prospect.

Highlight assays from rock grab and float samples* include:

- 0.25 g/t gold from rock grab samples at the southern end of the Jackson's Arm prospect in quartz veins cutting tonalite;
- 4.8, 0.36, 0.35, 0.19 g/t gold from rock grab samples in altered granodiorite at individual localities north of the Road Zone resource;
- 0.65, 0.53, and 0.17 g/t gold from rock grab samples in altered granodiorite at two localities south of the Road Zone resource; and
- 0.12 g/t gold from rock grab samples in a quartz vein cutting quartzose sandstone at the Freeman Prospect, 2.0 km southeast of Little Davis Pond.

Follow-up prospecting was completed on the Apsy Feeder Zone, a northwest oriented fault splay extending from the Apsy Zone. Several historical hand-dug trenches expose the iron-carbonate+sericite altered granodiorite bedrock. The zone hosts 6 rock samples with gold grades above 1.0 g/t gold, and two samples with grades above 3.0 g/t gold. The highest-grade sample hosts 3.2 g/t gold. The Apsy Feeder Zone will be further assessed as a drill target as it possibly represents an extension to the Rattling Brook Deposit that has been previously untested.

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During the fall of 2021, a program of prospecting was completed to the immediate west and northwest of the Apsy Zone, and along the Apsy Feeder Zone outside of the area tested by the Drill Program. A total of 79 rock outcrop and float grab samples* were collected over a strike length of 900 metres along the Apsy Feeder Zone and 400 metres of a strike length in an area 600 metres north of the Apsy Zone. Sampling was completed as a follow-up to anomalous rock samples identified during initial prospecting completed during summer 2021 on the Apsy Feeder Zone that identified gold-bearing rock samples assaying up to 3.2 g/t gold. Samples comprised pervasively sericite and sulfide-bearing granodiorite and associated sulfide bearing quartz veins that are coincident with topographic linear features from LiDAR imagery and gold-bearing B-horizon soil samples (assaying up to 1,500 ppb gold). The prospecting program resulted in 32% of rock grab samples* being anomalous in gold, including assays up to 14.7 g/t gold and demonstrates along with previous sampling that gold mineralization within the Apsy Feeder Zone continues at surface over 800 metres of strike length.

Rock samples were analysed at Eastern Analytical Limited ("Eastern Analytical") for gold and multi-element ICP analysis.

**Note: "grab and boulder samples" are selected samples and are not necessarily indicative of mineralization that may be hosted on the property.*

Soil Sampling

During 2020, a total of 87 of 1,284 samples assayed between 10 and 2,088 ppb gold with 15 of 1,284 samples assaying between 100 and 2,088 ppb gold. The soil results (>10 ppb gold) outline several multi-line and single station gold anomalies that are coincident with other rock geochemical and geophysical anomalies and form targets for follow-up exploration. In particular, a 500+ metre north-south oriented trend of anomalous gold-bearing soils (assaying up to 2,088 ppb gold) is located south of Frenchman's Cove and coincides with rock float samples assaying up to 23.04 g/t gold and IP chargeability anomalies in an area characterized by strongly faulted and deformed Coney Head granites and Sops Arm sedimentary/volcanic rocks. Also, a 350 metre long zone of anomalous gold-bearing soils (assaying up to 219 ppb gold) sits to the north of Frenchman's Cove and trends parallel to the Coney Head/Sops Arm contact and is associated with a several IP chargeability and magnetic anomalies.

During 2022, and as announced on January 12, 2023, Magna Terra received results for a systematic geochemical program comprising collection of 2,528 primarily B-horizon soil samples in three areas, the Rattling Brook South, Jacksons Arm South, and Jacksons Arm North areas, at the Great Northern Project. In the Rattling Brook South Area, a total of 1,040 largely B-Horizon soil samples were collected along 100 metre spaced lines at 25 metre sample intervals. Soil sampling was designed to cover the possible along strike extension south of the Beaver Dam Zone along the trace of the Doucer's Valley Fault and several east-west oriented fault splays that have potential to host gold mineralization including the Furnace Trend. Similar east-west fault splays to the north host gold mineralization at the Incinerator Trend. Assays up to 2,550 ppb gold were obtained from soil sampling with 11 of the 1,040 samples assaying > 50 ppb gold and 44 assaying > 20 ppb gold. The geochemical footprint of the Beaver Dam Zone, part of the Rattling Brook Deposit Resource, was extended 350 metres towards the south along the main granite-sedimentary contact that is host to gold mineralization at Beaver Dam. Soil sampling over the Furnace Trend and to the south has continued to highlight the Furnace Trend as a target for follow-up drill testing, as well as identifying 4 additional gold targets with assays up to 1,210 ppb gold, ranging in length from 400 to 800 metres. These new targets are associated with east-west trending fault zones similar to that observed at Furnace and known to host gold at the Incinerator Trend.

In the Jacksons Arm Area, a total of 1,488 samples were collected along strike to the north and south of the Jacksons Arm Trend along 100 metre spaced east-west oriented lines at 25 metre sample intervals. The survey was designed to follow-up and expand upon historical sampling in the area that outlines a 2.4-kilometre-long gold-bearing alteration zone at Jacksons Arm. Assays up to 190 ppb gold were obtained from soil sampling with 9 of the 1,488 samples assaying > 50 ppb gold and 32 assaying > 20 ppb gold. At the

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Jacksons Arm South area, a 1.0-kilometre long northeast trending geochemical target, with assays up to 140 ppb gold, has been identified in this program that is coincident with a fault bound slice of Ordovician granite hosted within younger Sops Arm Group volcanic and sedimentary rocks.

At the Jacksons Arm North area, a 1.1-kilometre long northeast trending geochemical target, with assays up to 262 ppb gold, has been identified that is underlain by Sops Arm Group felsic volcanic rocks near its contact with Ordovician granites and sub-parallel with the nearby Doucer's Valley Fault.

During the fall 2022 exploration program, Magna Terra completed a systematic geochemical sampling program comprising collection of 1,123 primarily B-horizon soil samples covering the Viking North Trend and the northeast extension of the Viking Trend, at the Great Northern Project.

At the Viking North Trend, a total of 992 largely B-Horizon soil samples were collected along 100 metre spaced lines at 25 metre sample intervals. Soil sampling was designed to cover the strike extent of the Viking North Trend as indicated by previous reconnaissance exploration and covering a prominent east-west (070°) striking fault zone. Similar east-west fault splays on the project host gold mineralization at the nearby Viking, Incinerator and Furnace Trends. Assays up to 203 ppb gold were obtained from soil sampling with 15 of the 992 samples assaying > 50 ppb gold and 41 assaying > 20 ppb gold. These samples, along with previous soil and rock samples assaying up to 380 ppb gold and 2.11 g/t gold, respectively, continue to outline an 8.0-kilometre-long trend of gold mineralization that is coincident with a topographic low along an east-west (070°) trending fault zone. The Viking North Trend has not been tested by diamond drilling.

At the Viking Trend, a total of 131 samples were collected along strike to the northeast of the existing 5.5-kilometre-long Viking Trend along 200 metre spaced infill soil lines at 25 metre sample intervals. The survey was designed to follow-up upon previous broad-spaced soil sampling that showed potential for extension of the Viking Trend towards the east-northeast. Assays up to 26 ppb gold were obtained from soil sampling with 2 of the 131 samples assaying > 20 ppb gold. Soils sampling has successfully extended the Viking Trend geochemical target 900 metres to the northeast towards where it intersected the Precambrian-Cambrian contact near the Doucers Valley Fault. The Viking Trend now consists of 6.4 kilometres of anomalous gold in rock and soil samples. Only minor diamond drilling has been undertaken in the central part of the Viking Trend.

Diamond Drilling

A total of 9 diamond drill holes (JA-20-01 to 09) totalling 1,598 metres that tested the central 300-metre strike extent of the 2.4 kilometre long Jacksons Arm Trend (Table 3). Drilling tested beneath zones of surface gold mineralization exposed in trenches and outcrops. Drilling tested 5 surface trenches with mineralized rock grab samples* up to 56.7 g/t gold and 2.75 oz/t silver with a highlighted channel cut assaying 25.4 g/t gold over 1.0 metre. Drill holes were planned along 4 individual sections oriented 230°/050° with drill hole orientations generally designed to cross the dominant NNW/SSE strike of the host lithologies and to provide favourable intersection of mapped east-west striking, gently to moderately north dipping quartz veins.

Highlight assays (core length; true width unknown) of the Phase 1 drilling program include:

- 4.67 g/t gold over 0.5 metres (73.5 to 74.0 metres) in drill hole JA-20-01;
- 3.84 g/t gold over 0.5 metres (46.5 to 47.0 metres) in drill hole JA-20-07; and
- 2.01 g/t gold over 1.0 metres (22.5 to 23.5 metres) in drill hole JA-20-08.

Alteration and gold mineralization were intersected in each drill hole and comprised pervasive albite, sericite and iron-carbonate alteration with associated stockwork quartz veins, disseminated to stringer pyrite and accessory chalcopryite between 0.5 and 3.0% over intervals ranging between 2 and 40 metres. The highest grade (up to 4.67 g/t gold over 0.5 metres) samples are associated with quartz veins with at least 5% clotty pyrite and chalcopryite that sit within broad zones of alteration and lower grade (<0.5 g/t gold) mineralization.

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During the fall of 2021, the Company completed a 1,253 metre, 10 hole (JA-21-124 to 133) diamond drilling program that was designed to test for the northwest expansion of the Apsy Zone Mineral Resource along a 250 metre strike of the Apsy Feeder Zone. Drilling was also designed to verify the tenor and geometry of mineralization within the Apsy Zone Mineral Resource by drilling key infill holes on the mineral resource (JA-21-124 and 133).

Drilling in holes JA-21-124 and 133 has successfully reproduced the thickness and tenor of sulphide mineralization and accompanying alteration compared with previous drilling in the area (e.g. JA-05-35 and 36). Drilling has also served to confirm the moderate southwest dip of the Apsy Zone.

Drilling in drill holes JA-21-125 to 129 and 131, served to discover sulphide mineralization and alteration along the Apsy Feeder Zone, effectively expanding the footprint of the Apsy Zone 150 metres towards the northwest. Importantly, drilling in holes JA-21-131 and 129, which were drilled down-dip due to access issues, successfully intersected the Apsy Feeder Zone to a depth of 160 metres (~100 vertical metres).

Drill holes JA-21-130 and 132 tested the up-dip extension to the north of the Apsy Zone Mineral Resource. Mineralization at the Apsy Zone comprises overall 1 to 3% (locally up to 10%) disseminated and stringer pyrite and arsenopyrite that is closely associated with pervasive sericite alteration. Alteration increases towards the lower contact of the moderately southwest dipping Apsy Zone, where it is marked by near complete replacement of the host granodiorite by sericite and silica often with hydrothermal brecciation of the host rock and a zone of intense shearing and faulting. These zones of more intense alteration are often associated with higher gold grades (> 2.0 g/t gold) in the Apsy Zone.

Highlight gold intersections from the drill program include:

- 1.30 g/t gold over 16.5 metres (151.0 to 167.5 metres; Estimated True Thickness "TT" 7 metres) in drill hole JA-21-131;
- 1.64 g/t gold over 9.7 metres (9.0 to 18.7 metres; TT 9 metres), including 16.60 g/t gold over 0.5 metres in drill hole JA-21-127;
- 0.72 g/t gold over 128.5 metres (61.5 to 190.0 metres; TT 45 metres), including 1.27 g/t gold over 17.3 metres and 1.47 g/t gold over 7.0 metres in drill hole JA-21-129;
- 0.47 g/t gold over 103.0 metres (2.0 to 105.0 metres; TT 95 metres), including 0.98 g/t gold over 33.0 metres in drill hole JA-21-133;
- 0.79 g/t gold over 26.4 metres (121.0 to 147.4 metres; TT 25 metres), including 1.27 g/t gold over 8.4 metres in drill hole JA-21-133;
- 0.49 g/t gold over 65.2 metres (1.8 to 67.0 metres; TT 60 metres) in drill hole JA-21-124; and
- 0.61 g/t gold over 37.4 metres (12.0 to 49.4 metres; TT 35 metres) in drill hole JA-21-132.

Table 3: Drill collar locations and orientations, Great Northern Project 2020 and 2021.

Hole ID	MTM East	MTM North	UTM East	UTM North	Elevation (m)	Length (m)	Azimuth	Dip
JA-20-01	248814	5529898	515840	5527971	185	181.5	230	-45
JA-20-02	248664	5529785	515692	5527856	162	235.0	50	-45
JA-20-03	248779	5529732	515808	5527805	139	181.0	50	-45
JA-20-04	248779	5529732	515808	5527805	139	212.0	50	-75
JA-20-05	248850	5529794	515878	5527868	186	136.3	230	-45
JA-20-06	248763	5529987	515788	5528059	185	193.5	230	-45

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JA-20-07	248944	5530112	515967	5528187	204	148.0	230	-45
JA-20-08	248864	5530062	515888	5528136	196	166.3	230	-45
JA-20-09	248884	5530173	515907	5528247	205	143.5	230	-45
JA-21-124	245049	5528780	512092	5526803	154	117	360	-85
JA-21-125	244910	5528939	511951	5526960	191	83	20	-45
JA-21-126	244909	5528941	511950	5526962	192	97	20	-85
JA-21-127	244997	5528879	512039	5526901	170	88	20	-45
JA-21-128	244880	5529033	511920	5527054	205	123	20	-45
JA-21-129	245040	5528845	512082	5526868	161	238	230	-45
JA-21-130	245047	5528850	512089	5526873	160	61	20	-45
JA-21-131	244906	5528925	511947	5526946	193	214	230	-45
JA-21-132	245049	5528781	512092	5526804	154	85	20	-60
JA-21-133	245016	5528744	512059	5526767	154	151	110	-70

The following table identifies the breakdown of the Great Northern and Viking Project's exploration and evaluation expenditures for the three months November 30, 2022 and 2021:

	For the three months ended	
	November 30,	November 30,
	2022	2021
	\$	\$
Geological and consultant fees	102,796	60,043
Travel and accommodation	30,997	17,008
Assaying and analytical costs	27,373	2,016
Supplies, equipment, and other camp	13,548	7,498
Staking, licences, and permits	3,400	15,900
Drilling	-	147,750
	178,114	250,215

Planned exploration activities at the Great Northern Project include prospecting, geological mapping, and soil sampling and drill testing (5,000 metres) of priority targets including the Apsy Zone, Incinerator Trend and Jacksons Arm Trend. The estimated cost of the program is \$1,250,000 with funding of the program dependent upon financing.

The Cape Spencer Project

The Cape Spencer Project is an exploration stage project that has a history of past-production and the potential for near-term resource growth and discovery. It comprises 8 mineral claims (224 units) covering more than 5,045 hectares and is located 15 kilometres east of the City of Saint John, New Brunswick.

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Project Highlights

- 5,045 hectares along 15 kilometres of strike of a regional-scale gold bearing structure - the Millican Lake Fault and associated structures;
- The Cape Spencer Project is host to large untested gold bearing alteration systems including:
 - 2.5-kilometre alteration and gold bearing Emilio Trend with drill intercepts up to 7.86 g/t gold over 7.4 metres;
 - Marigold Prospect with drill intercepts up to 8.71 g/t gold over 2 metres (core length; true width unknown);
 - Birches Zone with drill intercepts up to 5.23 g/t gold over 4.0 metres (core length; true width unknown);
- The Cape Spencer Deposit has an Inferred Mineral Resource Estimate of 1,720,000 tonnes at an average grade of 2.72 g/t gold for 151,000 contained ounces in two zones:
 - Northeast Zone - Inferred Mineral Resource of 740,000 tonnes at an average grade of 4.07 g/t gold, for 96,000 contained ounces at a cut-off grade of 2.5 g/t gold in a conceptual underground development; and
 - Pit Zone - Inferred Mineral Resource of 990,000 tonnes at an average grade of 1.71 g/t gold, for 54,000 contained ounces at a cut-off grade of 0.5 g/t gold in a conceptual open pit.
- Hosted within similar Proterozoic-aged rocks of the Avalon Zone that host multi-million ounce gold deposits such as Haile, Ridgeway and Hope Brook; and
- Two gold deposits open along strike (Northeast and Pit Zones).

Cape Spencer Project - Cape Spencer Deposit Mineral Resource Estimate

The Inferred Mineral Resource Estimate for the Cape Spencer Deposit is 1,720,000 tonnes at an average grade of 2.72 g/t gold for 151,000 contained ounces at cut-off grade of 0.5 g/t gold and 2.5 g/t gold in two mineralized zones, the *Pit Zone and the Northeast Zone, with an effective date of January 23, 2019 (Table 4). The Northeast Zone contains a conceptual underground Inferred Mineral Resource Estimate of 740,000 tonnes at an average grade of 4.07 g/t gold for 96,000 contained ounces at a cut-off grade of 2.5 g/t gold and the *Pit Zone contains a conceptual open-pit Inferred Mineral Resource Estimate of 990,000 tonnes at an average grade of 1.71 g/t gold for 54,000 contained ounces at a cut-off grade of 0.5 g/t gold.

Table 4: Cape Spencer Project Mineral Resource Estimate – Effective Date: January 23, 2019

Area	Cut-Off (Au g/t)	Category	Rounded Tonnes	Au (g/t)	Rounded Ounces
Northeast Zone	2.5	Inferred	740,000	4.07	96,000
**Pit Zone	0.5	Inferred	990,000	1.71	54,000
Total	0.5 and 2.5	Inferred	1,720,000	2.72	151,000

1. This Mineral Resources Estimate was prepared in accordance with NI 43-101 and the CIM Standards (2014).
2. Mineral Resource tonnages have been rounded to the nearest 10,000 and ounces have been rounded to the nearest 1,000. Totals may not sum due to rounding.
3. A cut-off of 2.50 g/t gold was used to estimate Mineral Resources for the Northeast Zone.
4. A cut-off of 0.50 g/t gold was used to estimate Mineral Resources for the Pit Zone.
5. Mineral Resources were interpolated using Ordinary Kriging from 1.5 metre assay composites capped at 15 g/t gold.
6. An average bulk density of 2.74 g/cm³ has been applied.
7. Northeast Zone Mineral Resources extend to a maximum depth of 225 metres below surface and are considered to reflect reasonable prospects for economic extraction in the foreseeable future using conventional underground mining methods at a gold price of CAD\$1,550 per ounce.
8. Pit Zone Mineral Resources extend to a maximum depth of 100 metres below surface and are considered to reflect reasonable prospects for economic extraction in the foreseeable future using conventional open-pit mining methods at a gold price of CAD\$1,550 per ounce.
9. Mineral Resources do not have demonstrated economic viability.
10. This estimate of Mineral Resources may be materially affected by environmental, permitting, legal title, taxation, sociopolitical, marketing, or other relevant issues.

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***The term "Pit Zone" reflects previously established deposit nomenclature that has been retained by Magna Terra. It does not denote application of an optimized pit shell or envelope for definition of Mineral Resources presented in Table 4 above.*

Geology and Mineralization

The Cape Spencer Project is centered along the gold bearing Millican Lake Fault, a regional splay of the Caledonia and Cobequid Fault zones. The Property is underlain by Precambrian Millican Lake granite, and Broad River and Cape Spencer volcanic and sedimentary rocks. The Precambrian stratigraphy is unconformably overlain by and in fault contact with younger Carboniferous sedimentary rocks of the Lancaster Formation.

Gold mineralization at Cape Spencer is hosted within Precambrian Millican Lake granite or bounding Broad River Group and Cape Spencer volcanic and sedimentary rocks, with mineralization and alteration focused along strongly faulted and sheared contacts between the two lithologies. Alteration consists of pervasive and patchy illite + pyrite + quartz $\pm$ iron carbonate $\pm$ sulfide veins and stockworks with 2-5% total sulfides consisting of pyrite, galena, chalcopyrite or sphalerite, and locally show trace amounts of visible gold.

There are several gold prospects that warrant additional exploration over a 15 kilometre strike outside of the Pit and Northeast Zones particularly in the eastern half of the property that will initially be a primary focus for Magna Terra.

Highlights from historic exploration work (all drill and channel intercepts reported as core length; true width unknown) outside of the main deposit areas from 1982 to 2004 include:

Cape Spencer Mine (Pit Zone) – Past-Producing (1985-1986) Mine. Highlight assays include:

- 13.89 g/t gold over 2.46 metres within a zone grading 4.76 g/t gold over 9.45 metres (GX-86-09);
- 6.22 g/t gold over 1.52 metres within a zone grading 2.13 g/t gold over 21.0 metres (GX-82-18);
- 27.08 g/t gold over 1.08 metres within a zone grading 5.10 g/t gold over 9.15 metres (GX-86-29); and
- 18.00 g/t gold over 1.50 metres within a zone grading 5.18 g/t gold over 8.25 metres (AB-04-10).

Northeast Zone - Located 400 metres northeast of the Cape Spencer Mine. Interpreted to be continuous with the Road Zone. Highlight assays include:

- 41.96 g/t gold over 2.45 metres within a zone grading 7.72 g/t gold over 16.2 metres (CS-87-06);
- 16.20 g/t gold over 1.5 metres within a zone grading 4.45 g/t gold over 19.0 metres (CS-87-08);
- 11.52 g/t gold over 3.0 metres within a zone grading 4.85 g/t gold over 10.5 metres (CS-87-13); and
- 12.54 g/t gold over 4.0 metres within a zone grading 4.26 g/t gold over 18.5 metres (CS-87-17).

Road Zone – 400-metre-long zone of gold-bearing alteration zone with an average width of 20 metres. This zone is interpreted to be the along strike continuation of the Northeast Zone. Highlight assays include:

- 16.28 g/t gold over 2.5 metres within a zone grading 1.81 g/t gold over 55.0 metres (MR-087);
- 10.35 g/t gold over 1.0 metres within a zone grading 1.49 g/t gold over 20.7 metres (MR-147); and
- 13.06 g/t gold over 2.0 metres within a zone grading 1.28 g/t gold over 18.0 metres (MR-105).

Emilio Trend – includes the Emilio Prospect at Eastern end of Property

- 7.86 g/t gold over 7.4 metres (AB-04-06; near surface);
- 12.00 g/t gold over 1.4 metres (chip) and 2.77 g/t gold over 3.0 metres (chip);
- Surface grab samples up to 168.00 g/t gold*;
- Zone A – Grab samples up to 53.50 g/t gold*;
- Zone C – Grab samples up to 8.92 g/t gold* and chip sample of 2.77 g/t gold over 3.0 metres; and
- Zone D – Five occurrences of visible gold with grab samples up to 7.12 g/t gold*.

Birches Zone – 300-metre-long gold-bearing alteration zone south of the Northeast Zone.

- 17.85 g/t gold over 1.0 metre within a zone grading 5.23 g/t gold over 4.0 metres (MR-150);

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- 9.48 g/t gold over 1.0 metre within a zone grading 4.01 g/t gold over 4.0 metres (MR-149); and
- 3.60 g/t gold over 5.0 metres (AB-04-08).

Marigold Prospect

- Historic drill assays of 8.71 g/t gold over 2.0 metres (MGB-88-2); and
- Historic grab samples up to 4.41 g/t gold*.

Note: Analytical results are sourced in the Cape Spencer Project Technical Report (2019) – see “Technical Reports and Documentation Notes” below; “grab samples” are selected samples and are not necessarily indicative of mineralization that may be hosted on the property.

**Note: “grab and boulder samples” are selected samples and are not necessarily indicative of mineralization that may be hosted on the property.*

Mineral Licences, Option Agreements, and Licences

The Cape Spencer Project is subject to three separate option agreements on the Cape Spencer, Armstrong, and Marigold Properties, as detailed below, whereby the Company can earn a 100% interest in the mineral rights.

The Cape Spencer Property includes a total of 104 mineral claim units covering 2,365 hectares of land acquired via either staking and or under terms of the Cape Spencer Option Agreement. Under the Cape Spencer Option Agreement, the Company can earn a 100% interest in the property by paying a total of \$350,000 in cash or equivalent value shares (of which \$225,000 has been paid through the issuance of 181,159 common shares and total cash payments of \$212,500) and \$145,000 in milestone payments in cash or equivalent value shares over a seven-year period ending August 9, 2025 based on certain exploration activities (of which \$50,000 has been paid in cash). The Company has also satisfied its commitment under the agreement to complete \$400,000 in exploration expenditures within the first four years. A 2% NSR is payable with one percent of the NSR purchasable for \$1,000,000 and a right of first refusal on the remaining 1% NSR.

On August 15, 2020, the Company acquired the option to earn a 100% interest in the Marigold Property, which consists of 4 mineral claims (88 units, 1,998 hectares) by paying a total of \$95,000 in cash (of which \$35,000 has been paid) and issuing \$105,000 in cash or equivalent-value common shares over a 4-year period (of which \$45,000 has been paid through the issuance of 397,799 common shares and a cash payment of \$5,181). The Property is subject to a 2% NSR with 1% purchasable by the Company for \$1,500,000 and right of first refusal on the remaining 1% NSR.

On August 15, 2020, the Company acquired the option to earn a 100% interest in the Armstrong Property, which consists of 1 mineral claim (30 units, 682 hectares) by paying a total of \$45,000 (of which \$10,000 has been paid) and issuing \$45,000 (of which \$25,000 has been paid) and issuing \$45,000 in cash or equivalent value common shares over a 3-year period (of which \$25,000 has been paid through the issuance of 261,783 common shares and a cash payment of \$1,806). The Property is subject to a 2% Gross Metal Royalty (“GMR”) with 1% purchasable for \$1,000,000 and right of first refusal on the remaining 1%.

Technical Reports and Documentation Notes

Mineral Resources are not Mineral Reserves and do not have demonstrated economic viability. All Mineral Resource Estimates were prepared in accordance with NI 43-101 and the CIM Standards (2014).

The Mineral Resource Estimate quoted in this MD&A regarding the Cape Spencer Project refers to the technical report: “*NI 43-101 Technical Report and Mineral Resource Estimate on The Cape Spencer Gold Deposit, Saint John County, New Brunswick, Canada*”, (the “Cape Spencer Report”) with an effective date of January 23, 2019, and authored by Michael Cullen, P.Geo. (Independent Qualified Person), and Matthew Harrington, P.Geo. (Independent Qualified Person).

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Rock and core sample lengths from historic exploration programs that are reported are presented as core or sample lengths only. True widths of mineralized intervals are not known. All quoted drill core sample intervals, grades and production statistics were compiled from historic assessment reports obtained from the government of New Brunswick that are referenced in the Technical Report noted above.

Exploration Activities

The Company has completed a systematic exploration program that comprises collection of 1,521 B-horizon soil samples, systematic prospecting and geological mapping, 229 line kilometre drone airborne magnetic surveys and a 2,123 metre Phase 1 diamond drilling program.

Results have been received for all 312 rock float and outcrop grab samples from the 5.0 kilometre long Emilio Trend; the focus of early exploration at the Cape Spencer Project. Assays up to 21.2 g/t gold have been received from mineralized quartz vein boulders from the Emilio Trend; two of which contain visible gold. 21 out of 312 (6.7%) float and grab samples assayed over 0.50 g/t gold and 36 out of 312 (11.5%) float and grab samples assayed over 0.10 g/t gold, with values including 3.75 g/t gold, 4.40 g/t gold, 7.12 g/t gold, 7.36 g/t gold and 21.20 g/t gold.

**Note: "grab and boulder samples" are selected samples and are not necessarily indicative of mineralization that may be hosted on the property.*

In June 2021, the Company announced the results of a Phase 1, 2,123 metre diamond drilling program that successfully tested priority targets within a 1.2 kilometre section of the 5.0 kilometre long Emilio Trend (Table 5). The Emilio Trend comprises numerous gold occurrences, some with visible gold, soil geochemical anomalies with recent and historic rock float and grab assays up to 53.50 g/t gold; with 63 of 576 float and outcrop grab samples assaying over 0.5 g/t gold. The Emilio Trend had only been tested with cursory drilling (8 holes) with the majority of drilling (4 holes; 199 metres) testing one section of the Emilio Zone where drill core assays up to 7.86 g/t gold over 7.4 metres were intersected in near-surface drilling in hole AB-04-06.

Highlight assays (core length; true width unknown) of the Phase 1 drilling program include:

- 8.80 g/t gold over 0.5 metres (43.8 to 44.3 metres) in drill hole AB-21-08;
- 1.49 g/t gold over 2.0 metres (24.6 to 26.6 metres) in drill hole AB-21-13; and
- 2.31 g/t gold over 0.6 metres (21.0 to 21.6 metres) in drill hole AB-21-03.

Exploration work to date has outlined the importance of two critical structural environments that host gold mineralization; 1) major faulted lithological contacts between the Millican Lake Granite and Cape Spencer formation sediments (hosts to the Northeast and Pit Zone Deposits) and; 2) a series secondary NNE striking fault splays off of the Millican Lake Fault. These fault zones, in certain cases, show strong coincidence with gold-bearing float and grab samples and wallrock alteration expanding the potential host structures for gold mineralization. These NNE striking faults were tested in the Drill Program and shown to host quartz veins that correlate with visible gold bearing quartz vein float samples in 2020. Mineralization typically comprises specular hematite and pyrite and hematite bearing quartz veins that are hosted within pervasively illite, pyrite and iron-carbonate altered and strongly deformed Millican Lake granite and Cape Spencer formation sediments, the same geological environment hosting the nearby Pit and Northeast Zones. Gold mineralization is hosted both in pyrite-bearing wallrock as well as low-sulphide (pyrite), visible gold bearing, quartz veins as observed in rock float, outcrop and in hole AB-04-06 at the Emilio Trend.

Drilling intersected broad zones of alteration comprising pervasive illite, Fe-carbonate, specular hematite along with quartz veining ranging in widths from <5 centimetres to ~3.0 metres with associated disseminated and stringer sulphides (pyrite and chalcopyrite) along with accessory malachite and native copper. Drilling successfully extended the zone of mineralization 25 metres down-dip to the southeast and 250 metres to the west of historic drilling at the Emilio Zone in hole AB-21-08 and AB-21-13, respectively and the zone is open to the west and down-dip for further expansion and discovery.

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Table 5: Drill collar locations and orientations, Great Northern Project 2020 and 2021.

Hole ID	UTM East	UTM North	Elevation (m)	Length (m)	Azimuth	Dip
AB-21-01	275291	5013065	156.0	103.0	330	-45
AB-21-02	275289	5013065	156.0	77.5	360	-90
AB-21-03	275230	5012970	139.0	154.6	330	-45
AB-21-04	275197	5012879	154.0	141.3	290	-45
AB-21-05	275185	5012855	154.0	187.5	270	-45
AB-21-06	274857	5012543	145.0	152.0	320	-45
AB-21-07	274920	5012508	134.0	138.2	320	-45
AB-21-08	275105	5012291	124.0	125.0	320	-45
AB-21-09	275143	5012351	116.0	57.8	320	-45
AB-21-10	274411	5012360	138.0	191.0	320	-45
AB-21-11	274415	5012363	139.0	90.4	360	-45
AB-21-12	274632	5012573	135.0	104.0	320	-45
AB-21-13	274814	5012246	136.0	119.0	340	-45
AB-21-14	275004	5012277	135.0	146.0	320	-45
AB-21-15	275047	5012225	135.0	137.0	320	-45
AB-21-16	274875	5012278	139.0	128.0	320	-45
AB-21-17	275063	5012452	140.0	71.0	320	-45

From January to March 2022, the Company completed soil sampling on two grids on the Marigold and Bear Mountain areas at the eastern end of the Cape Spencer Property comprising collection of 339 largely B-horizon soil samples on two grids. The soil sampling grids were designed to cover faulted contacts between volcanic and sedimentary of the Broad River Group coincident with zones of magnetic contrast. Soil samples were submitted to ALS Global at Moncton, New Brunswick for gold fire assay and multi-element ICP analysis. Gold assays from the soil samples ranges from <5 ppb to 61 ppb gold. The 61 ppb gold sample (D276809) was collected near the contact between the Proterozoic Cedar Camp Brook clastic sediments and the Brown Lake Formation mafic volcanics. Follow-up prospecting is warranted to explain this anomalous gold result.

The following table identifies the breakdown of the Cape Spencer Project's exploration and evaluation expenditures for the three months ended November 30, 2022 and 2021:

	For the three months ended	
	November 30, 2022	November 30, 2021
	\$	\$
Assaying and analytical costs	1,634	562
Staking, licences, and permits	420	300
Geological and consultant fees	-	16,738
Supplies, equipment, and other camp	-	9,336
Travel and accommodation	-	7,010
	2,054	33,946

The Company will be completing a full review of the Phase 1 drill program at Emilio to further vector towards higher grade, broader mineralization within the Emilio Zone, particularly around drill holes AB-21-08 and AB-21-13. Planned exploration activities at the Cape Spencer Project include prospecting, geological

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mapping, soil sampling and drill testing (2,000 metres) of priority targets. The estimated cost of the program is \$600,000 with funding of the program dependent upon financing.

The Hawkins Love Project

The Hawkins Love Project is an exploration stage project that has been the focus of previous base metal and rare earth element exploration with little prior focus on gold. The Project is located 40 kilometres west of Saint John, New Brunswick and 30 kilometres east of the Clarence Stream Deposit. The Property comprises 5 mineral claims (403 units) covering 9,155 hectares of land.

The Hawkins Love Project is centered along a 10-kilometre section of the regional Back Bay Fault and underlain by variably deformed Silurian-Devonian Saint George Plutonic Suite (Jake Lee Mountain Granite), Silurian Mascarene Group volcanic and sedimentary rocks and fault bound slices of Proterozoic New River Suite granite and volcanics.

Historic exploration from 1969 to 2013 on the property has largely been focused on base metal massive sulphides and rare earth elements and has comprised collection of B-horizon soil samples, ground magnetics and electromagnetics, and minimal diamond drilling (15 holes totalling 2,256 metres) on small grid areas.

Project Highlights:

- Quartz vein boulders* with visible gold assaying up to 302.5 g/t gold;
- Soil samples assaying up to >10.0 g/t gold with a total of 276 anomalous soil samples (> 10 ppb gold);
- Five exploration targets identified based on geophysics and gold-in-soil trends discovered along the Back Bay Fault at the contact with the granite;
- Strong gold-in-soil anomalies and associated glacial dispersion train located at the Jake Lee, Hawkins, Love, New River 1, and New River 2 target areas;
- 1.7-kilometre strike of anomalous gold-in-soil at the Jake Lee Target; and
- Additional gold-in-soil targets developed within the volcanic and sedimentary rocks outside of the contact with the granite.

**Note: "grab and boulder samples" are selected samples and are not necessarily indicative of mineralization that may be hosted on the property.*

Mineral Licences, Option Agreements, and Licences

On November 7, 2020, the Company acquired the option to earn a 100% interest in the Hawkins Love Project by issuing 150,000 common shares (issued) and paying a total of \$400,000 in cash and/or up to half of the amount in equivalent-value common shares over a 4-year period at the Company's option (of which \$100,000 has been paid through the issuance of 194,444 common shares and total cash payments of \$77,775). During the three months ended November 30, 2022, the Company and the optionor agreed to an amendment of the agreement, whereby the option term was extended to a 5-year period and the Company will issue an additional 150,000 common shares on or before November 7, 2023. The Property is subject to a 2% NSR, with 1% NSR purchasable by the Company for \$1,000,000 and a right of first refusal on the remaining 1% NSR.

During May 2021, the Company staked one map-staked claim north and contiguous with the Hawkins Love Property comprising 99 units totaling 2,248 hectares.

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Exploration Activities

During 2021, the Company completed an exploration program focused along the Back Bay Fault and the contact with the granite and included the collection of 3,315 soil samples, 171 rock float and grab samples, and a 685-line kilometre drone magnetic survey.

In early 2022, the Company received results from a soil sampling program covering the 10-kilometre long contact zone between the St. George Batholith and the Mascarene Group and coincident Back Bay Fault, the target environment for gold mineralization. The survey was designed to follow-up and expand upon historical sampling in the area that outlines areas of anomalous gold-in-soils. A total of 3,315, largely B-Horizon (98%) soil samples were collected along 100 metre spaced lines at 25 metre sample intervals.

Gold analysis of the soil samples has returned assays up to >10,000 ppb gold with 232 soil samples assaying >10 ppb gold and 10 soil samples >50 ppb gold. These anomalous samples, along with results from historic exploration, outline five main geochemical and structural target areas; the Jake Lee, Hawkins, Love, New River 1, and New River 2 Targets.

Sampling at the Jake Lee Target has outlined a gold anomaly over an extent of 1.7 by 2.7 kilometres, with 54 soil samples assaying greater than 20 ppb gold and up to 256 ppb gold and >10,000 ppb gold, over a strike length of 1.7 kilometres that coincides with high tenor, historic stream silt samples assaying up to 5,280 ppb gold in an area of bedrock base metal (Cu, Pb, Zn) mineralization. A soil sample assaying >10,000 ppb gold (>10 g/t gold; upper detection level) is located at the southern extent of the Jake Lee Target and forms a priority target for follow-up prospecting.

At the Love Target, 32 high tenor soil samples assaying > 20 ppb gold and up to 208 ppb gold occur over an area of 2.8 by 1.0 kilometres with the highest tenor soils located 500-1,000 metres down-ice (southwest) of historic, visible gold-bearing boulders* assaying up to 302.5 g/t gold.

At the Hawkins Target, 12 anomalous soil samples assaying greater than 20 ppb gold and up to 683 ppb gold coincide with known bedrock base metal (Cu, Pb, Zn) mineralization and form a target over a 1.0 by 0.6-kilometre area.

At New River 1 Target, 9 anomalous soil samples assaying greater than 20 ppb gold and up to 52 ppb gold form a target over a 1.4 by 0.7-kilometre area.

The New River 2 Target, 10 anomalous soil samples assaying greater than 20 ppb gold and up to 460 ppb gold form a target over a 1.2 by 0.6-kilometre area.

The Hawkins Love Property is characterized by an area with a complex glacial geological history with areas that have thin glacial till cover and other areas covered by thicker glacial till blankets and glacial-fluvial material. The soil anomalies show a consistent southeast directed glacial dispersion, where transport of gold-bearing soils from a source located up-ice from the northwest extent of the soil trend is likely, typically near the deformed northern margin of the Mascarene group in proximity to granitoids of the St. George Batholith.

During June and July 2022, the Company completed a prospecting and geological mapping program focused on follow-up of the five key exploration targets at Hawkins Love. A total of 119 rock samples and 317 soil samples were collected from the property. Preliminary follow-up exploration on the five gold targets has resulted in the discovery of zones of quartz-sulphide veining with anomalous gold (up to 38 ppb gold) at the Jake Lee Gold Target and strong carbonate-sericite alteration at the Love Gold Target.

The soil sampling program was designed to test the faulted contact between Silurian felsic volcanic rocks of the Mascarene Group and intermediate intrusive rocks of the New River Granitoid Suite and also provide a first-pass on an area that has seen little historic exploration at the east side of the property. 10 of the 317 soil samples collected contained anomalous gold and assayed between 11 and 36 ppb gold. Each of these

MAGNA TERRA MINERALS INC. MANAGEMENT'S DISCUSSION AND ANALYSIS

anomalous samples were collected within 100 metres of, and are centred along, a 700-metre strike extent of the inferred fault. Follow-up exploration is required to explain this anomalous geochemical trend in this area.

All rock and soil samples were shipped to ALS Global in Moncton, New Brunswick or Sudbury, Ontario for sample preparation and then sent on to ALS Global in North Vancouver, British Columbia for gold and multiple elements via methods Au-AA23 (standard fire assay with Atomic Adsorption finish) and ME-ICP41 (4-acid digestion).

The following table identifies the breakdown of the Hawkins Love Project's exploration and evaluation expenditures for the three months ended November 30, 2022 and 2021:

	For the three months ended	
	November 30,	November 30,
	2022	2021
	\$	\$
Assaying and analytical costs	21,205	1,376
Travel and accommodation	4,857	1,529
Geological and consultant fees	1,904	8,815
Supplies, equipment, and other camp	983	520
Acquisition costs	-	74,997
	28,949	87,237

Santa Cruz Projects

Magna Terra controls 37,000 hectares of exploration rights in the top-tier Santa Cruz Province of Argentina. The concessions lie entirely within the prospective Deseado Massif which constitutes a "Large Igneous Province" (LIP) with epithermal precious metal mineralization associated with Jurassic volcanism and crustal extension. The Massif is located in the northern part of Santa Cruz Province and is in an early-stage of exploration and development. Mining infrastructure is developing rapidly and most of the Company's projects occur in close proximity to producing gold and silver mines such as Cerro Vanguardia, Cerro Negro, San Jose, Mina Martha, Manantial Espejo, Cerro Moro and the newly developed Don Nicolas.

On June 9, 2020, the Company completed, through its 100% owned Argentine subsidiary Atala Resources S.A. ("Atala"), an Agreement to sell its wholly owned Boleadora Group of properties ("Boleadora") to Oroplata S.A. ("Oroplata") a subsidiary of Newmont Corporation ("Newmont"). Boleadora is a large greenfields exploration land package (approximately 55,000 hectares) encompassing 12 individual MD's or exploration licences lying approximately 17 kilometres south-east of Newmont's Cerro Negro mine area in Santa Cruz Province, Argentina. Newmont (Oroplata) will pay the Company US\$1 million as follows: \$25,000 on signing (paid) and six installments totalling \$975,000 payable within six years from the date of the Agreement (of which US\$75,000 has been paid). In addition, Newmont (Oroplata) has granted a 2% net smelter royalty ("NSR"). The royalty can be reduced to 1% by payment of US\$2.5 million by Oroplata at any time, and the gross royalty payable is capped at US\$20 million.

All of the Company's projects in Argentina, other than Boleadora, are available for partnering (Option / Joint Venture), and the Company is actively pursuing opportunities to do so to fund their ongoing advancement. The Company has limited its expenditures on these projects, as it focuses its resources on advancing its exploration portfolio in Atlantic Canada.

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Quebec Properties

Noyell

The Company holds a 100% interest in 49 claims located approximately 25 km south of Matagami, along the Douay-Cameron Corridor adjacent to the Vezza deposit, district of Abitibi. On April 12, 2019, the Company announced it entered into an option agreement regarding its Noyell Property, with Opus One Resources Inc. ("Opus") paying a total amount of \$500,000 in a combination of cash and/or common shares with the maximum number of common shares not to exceed 7,000,000. The payment terms are \$50,000 upon signing of the agreement (received 1,000,000 common shares), \$50,000 on the first (received 1,000,000 common shares and \$11,900), second (received 1,000,000 common shares), and third anniversaries of the effective date, \$100,000 on the fourth anniversary of the effective date, and \$200,000 on the fifth anniversary of the effective date. In May 2022, the Company and Opus mutually agreed to a deferral of the third anniversary payment of \$50,000 to August 31, 2022, with Opus also issuing 100,000 common shares to the Company, which were received during the three months ended November 30, 2022 with a value of \$1,500.

Verneuil

On August 19, 2021, the Company announced that it had entered into a Letter of Intent (the "Agreement") to sell its 32.778% minority interest in the Verneuil Project ("Verneuil") to SOQUEM Inc. ("SOQUEM"). On September 15, 2021, the Company received a \$100,000 cash payment upon closing of the Agreement, and a 0.5% net smelter return royalty, that is purchasable by SOQUEM at any time for a cash payment of \$250,000.

Summary of Quarterly Results

	November 30 2022 \$	August 31 2022 \$	May 31 2022 \$	February 28 2022 \$
Total assets	310,550	698,681	325,498	406,983
Shareholders' equity (deficiency)	(273,998)	40,686	(169,177)	(19,571)
Total revenues	-	-	-	-
Net income (loss) ^{1,2}	(347,065)	(444,721)	(175,608)	(491,705)
Net income (loss) per share ³	(0.01)	(0.01)	(0.00)	(0.01)

	November 30 2021 \$	August 31 2021 \$	May 31 2021 \$	February 28 2021 \$
Total assets	994,015	484,477	888,716	1,672,565
Shareholders' equity (deficiency)	467,886	(339,477)	240,616	758,110
Total revenues	-	-	-	-
Net income (loss) ^{1,2}	(387,844)	(642,378)	(677,606)	(947,764)
Net income (loss) per share ³	(0.01)	(0.01)	(0.01)	(0.02)

¹ The net income is derived from the gain on settlement of debts for shares, unrealized gains on investments, foreign exchange gains and option payments received.

² The net losses are derived from operating expenses.

³ In periods of loss, net loss per share basic and fully-diluted are the same, as inclusion of options and/or warrants would be anti-dilutive.

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Financial Highlights

For the three months ended November 30, 2022

Net loss for the three months ended November 30, 2022 was \$347,065 (three months ended November 30, 2021 – \$387,844) and included exploration expenditures, costs related to the Company's administrative activities in Canada and Argentina along with share based compensation, deferred premium on flow-through shares, foreign exchange losses, and unrealized losses on investments. The decrease in the net loss for the three months ended November 30, 2022 was primarily driven by lower exploration expenditures compared to the prior year, which was offset by a decrease in the deferred premium on flow-through shares.

General and Administration

For the three months ended November 30,	2022	2021
	\$	\$
Conferences and investor relations	31,310	44,371
Rent	11,250	11,250
Insurance	7,416	5,283
Shareholder services	4,843	4,822
Listing fees	2,001	-
Office	1,491	9,374
Industry membership	504	-
	58,815	75,100

Liquidity and Capital Resources

As at November 30, 2022, the Company had cash of \$34,276 (August 31, 2022 – \$107,898) and a working capital deficit* of \$273,998 (August 31, 2022 – working capital of \$40,686)(*Refer to Non-IFRS Measures section), an accumulated deficit of \$14,186,670 (August 31, 2022 – \$13,865,634) and cash used in operations for the three months ended November 30, 2022 of \$393,255 (three months ended November 30, 2021 – \$478,669).

The Company's primary sources of cash include proceeds from the sale and option of its mineral properties, the sale of short-term investments, and the issuance of common shares for cash. The Company's primary uses of cash include exploration, transaction financing costs, and corporate administration. The Company has experienced historic losses and negative cash flows from operations both of which have raised concerns regarding its ability to continue as a going concern.

Financing Activities

During the three months ended November 30, 2021, the Company completed private placements totaling 12,000,000 common share units for gross proceeds of \$1,200,000 less share issuance costs of \$51,020.

The capital structure of the Company consists of all the components of shareholders' equity. To adjust or maintain its capital structure the Company may issue new common shares.

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MANAGEMENT'S DISCUSSION AND ANALYSIS

Outstanding Share and Equity Instrument Information

The Company's share capital and equity instruments outstanding are comprised of the following:

	November 30, 2022	August 31, 2022
Authorized: Unlimited number of common shares		
Issued: Fully paid common shares	67,013,885	66,204,355
Issued: Warrants	10,078,593	10,116,656
Issued: Stock options	3,044,286	3,101,429

As at the date of this MD&A, the fully paid common shares outstanding of the Company was 67,013,885.

During the three months ended November 30, 2022, the Company issued 809,510 common shares in connection with the acquisition of exploration and evaluation projects.

On June 2, 2022, the Company completed a non-brokered private placement of gross proceeds totaling \$858,000. The Company issued a 4,450,000 flow-through units ("FT Units") at a price of \$0.14 per FT Unit, and 2,350,000 common share units ("Units") at a price of \$0.10 per Unit. Each FT Unit consisted of one flow-through common share of the Company and one-half of one common share purchase warrant and each Unit consisted of one common share and one-half of one common share purchase warrant, with each full warrant being exercisable for an additional common share of the Company at a price of \$0.15 for a period of 24 months from the date of issuance. In connection with the private placement, the Company paid \$19,600 in finder's fees and issued a total of 196,000 finder's warrants, with each finder's warrant exercisable at a price of \$0.15 for a period of 24 months from the date of issuance. An officer of the Company participated in the private placement by acquiring 1,400,000 units of the Company for total gross proceeds of \$140,000.

On October 28, 2021, the Company completed the first closing of a non-brokered private placement totaling \$785,000. On November 18, 2021, the Company completed a second and final closing of \$415,000, for total gross proceeds of \$1,200,000. The Company issued a total of 12,000,000 common share units at a price of \$0.10 per unit. Each common share unit consisted of one common share and one-half of one common share purchase warrant, with each full warrant being exercisable for an additional common share of the Company at a price of \$0.15 for a period of two years from the date of issuance. In connection with the private placement, the Company paid \$39,000 in finder's fees and issued a total of 390,000 finder's warrants, with each finder's warrant exercisable at a price of \$0.15 for a period of 24 months from the date of issuance. Officers of the Company participated in the private placement by acquiring 1,700,000 units of the Company for total gross proceeds of \$170,000.

During the year ended August 31, 2022, the Company issued 379,630 common shares in connection with the acquisition of exploration and evaluation projects.

The terms and details of the Company's stock option plan are outlined in the Company's condensed interim consolidated financial statements for the three months ended November 30, 2022.

Related Party Transactions

For the years ended November 30,	2022 \$	2021 \$
Management fees	45,000	45,000
Share-based compensation	-	7,652
	45,000	52,652

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As at November 30, 2022, included in due to related parties are outstanding management fees of \$84,750 (August 31, 2022 – \$84,750). The amounts are unsecured, non-interest bearing, and no fixed terms of repayment.

On June 2, 2022, the Company closed a private placement of units and of the total \$858,000 proceeds, \$140,000 was subscribed for by an officer of the Company through the subscription of 1,400,000 Units.

On November 18, 2021, the Company closed a private placement of units and of the total \$1,200,000 proceeds, \$170,000 was subscribed for by officers of the Company through the subscription of 1,700,000 Units.

Signal Gold Inc.

The Company and Signal Gold have certain key management personnel in common. The Company and Signal Gold have entered into a service level agreement whereby Signal Gold provides certain services to the Company, including technical geology services and exploration program management, corporate services, and finance and accounting support. As at November 30, 2022, included in due to related parties is \$109,632 (August 30, 2022 – \$63,422) of amounts charged under the service level agreement. The amounts are unsecured, non-interest bearing, and no fixed terms of repayment.

Going Concern Assumption

The consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. Accordingly, it does not give effect to adjustments, if any that would be necessary should the Company be unable to continue as a going concern and, therefore, be required to realize its assets and liquidate its liabilities in other than in the normal course of business and at amounts that may differ from those shown in these financial statements.

For the three months ended November 30, 2022, the Company had a net loss of \$347,065 (three months ended November 30, 2021 – \$387,844), had a cash deficiency from operations of \$393,255 (three months ended November 30, 2021 – \$478,669), and as at November 30, 2022, had an accumulated deficit of \$14,186,670 (August 31, 2022 – \$13,865,634) and a working capital deficit (current assets less current liabilities) of \$273,998 (August 31, 2022 – working capital of \$40,686). (**Refer to Non-IFRS Measures section*).

To date there has been no determination whether the Company's interests in its exploration and evaluation projects contain mineral reserves, which are economically recoverable. The business of exploring for minerals involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The Company's continued existence is dependent upon the preservation of its interest in the underlying properties, the discovery of economically recoverable reserves and the achievement of profitable operations; and the ability of the Company to raise alternative financing; or alternatively upon the Company's ability to dispose of its interests on an advantageous basis. These material uncertainties cast significant doubt upon the Company's ability to continue as a going concern.

Capital Management

The Company's objective in managing capital is to ensure continuity as a going-concern and to safeguard its ability to continue its acquisition and exploration programs as well as ensuring that all flow-through funds obtained are utilized in exploration activities and spent by the required deadline. The Company manages its capital structure and makes adjustment to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company

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may issue new shares and acquire or sell mining properties to improve its financial performance and flexibility.

The Company defines its capital as the shareholder's equity. To effectively manage the Company's capital requirements, the Company has in place a planning and budgeting process to help determine the funds required to ensure the Company has appropriate liquidity to meet its operating and growth objectives. As needed, the Company raises funds through private placements or other equity financings. The Company does not utilize long term debt as the Company does not currently generate operating revenues. There is no dividend policy. The Company is subject to regulatory requirements related to the use of funds obtained by flow-through share arrangements. These funds have to be incurred for eligible exploration expenses. The Company has respected these regulatory requirements.

Commitments and Contingencies

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest, in accordance with industry standards for the current stage of operations of such properties, these procedures do not guarantee the Company's title. Property title may be subject to government licensing requirements or regulations, social licensing requirements, unregistered prior agreements, unregistered claims, aboriginal claims, and non-compliance with regulatory, environmental and social requirements. The Company's exploration and evaluation projects may also be subject to increases in taxes and royalties, renegotiation of contracts, and political uncertainty.

The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The Company's continued existence is dependent upon the preservation of its interests in the underlying properties, the achievement of profitable operations, or the ability of the Company to raise additional financing, if necessary, or alternatively upon the Company's ability to dispose of its interests on an advantageous basis.

The Company has royalty obligations to various vendors on its various mineral licences.

The Company's mining and exploration activities are subject to various laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

As a result of the Company's flow-through financing in June 2022, the Company is committed to incur qualifying resource expenditures. An amount equal to the gross proceeds from the flow-through common shares, \$623,000, will be renounced by the Company in favour of the purchasers of the flow-through common shares with an effective date of December 31, 2022. As at November 30, 2022, the Company is committed to incur approximately \$291,368 in qualifying expenditures before December 31, 2023.

In connection with the flow-through financings, the Company indemnifies the subscribers against certain tax related amounts that may become payable by the subscribers should the Company not meet its flow-through expenditure commitments.

Risks and Uncertainties

Magna Terra is subject to a variety of risks, some of which are described below. If any of the following risks occur, the business, results of operations or financial condition could be adversely affected in a material manner.

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Credit Risk

Credit risk is the risk of loss associated with a counter-party's inability to fulfill its payment obligations. The Company is exposed to credit risk with respect to its cash. To minimize this risk, cash has been placed with major Canadian financial institutions.

Liquidity Risk

Liquidity risk is the risk that the Company cannot meet a demand for cash or fund its obligations as they come due. The Company ensures that there is sufficient capital in order to meet annual business requirements, after taking into account administrative, property holding and exploration budgets, against cash and short-term investments. As at November 30, 2022, the Company has \$34,276 in cash and current liabilities of \$584,548. As the Company does not have operating cash flow, the Company has and will continue to rely primarily on equity financing to meet its capital requirements.

Currency Risk

The Company operates in Canada and Argentina and is therefore exposed to foreign exchange risk arising from transactions denominated in a foreign currency.

The operating results and the financial position of the Company are reported in Canadian dollars. The fluctuations of the operating currencies in relation to the Canadian dollar will consequently have an impact upon the reporting results of the Company and may also affect the value of the Company's assets and liabilities.

The Company has not entered into any agreements or purchased any instruments to hedge possible currency risks at this time.

Non-IFRS Measures

Magna Terra has included in this MD&A certain non-IFRS performance measures as detailed below. The Company believes that, in addition to conventional measures prepared in accordance with IFRS, certain investors use this information to evaluate the Company's performance. Accordingly, it is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS.

Working Capital – Working capital is a common measure of near-term liquidity and is calculated by deducting current liabilities from current assets. Working capital is reconciled to the amounts in the consolidated statement of financial position as follows:

As at	November 30, 2022 \$	August 31, 2022 \$
Cash	34,276	107,898
Restricted cash	19,225	342,225
Other receivables	138,250	99,030
Short-term investments	28,750	55,500
Prepaid expenses	90,049	94,028
Total current assets	310,550	698,681
Trade and other payables	295,126	375,420
Current portion of loans	15,922	-
Flow-through premium	79,118	134,403
Due to related parties	194,382	148,172
Total current liabilities	584,548	657,995
Working capital (deficit)	(273,998)	40,686

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Risk Factors

The exploration and development of mineral deposits involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. Magna Terra is subject to several financial and operational risks that could have a significant impact on its cash flows. The most significant risks and uncertainties faced by the Company include: the ability to obtain or generate additional funding for exploration and development; the fluctuating price of gold; success of exploration and evaluation activities; health, safety and environmental risks and hazards; uncertainty in the estimation of mineral reserves and mineral resources; risks relating to obtaining and maintaining licenses and permits; obligations as a public company; risks relating to government and taxation regulation; volatility in the market price of the Company's securities; risks relating to title and First Nations; competition within the mining industry; currency exchange rates; risks relating to potential litigation; and risks from potential conflicts of interest. Risk related to taxation exists with respect to tax audits and the interpretation of tax regulations by the responsible tax authority. Possible areas of tax audit and interpretation may include the Company's judgements in respect of qualifying Canadian exploration expenses and the related tax deductions renounced to investors under flow-through common share financings.

Climate Change Risks

Climate change is an international concern and as a result poses risk of both climate changes and government policy in which governments are introducing climate change legislation and treaties at all levels of government that could result in increased costs for our exploration programs. Climate change regulations may become more onerous over time as governments implement policies to further reduce carbon emissions, including the implementation of taxation regimes based on aggregate carbon emissions. Some of the costs associated with reducing emissions can be offset by increased energy efficiency and technological innovation. However, the cost of compliance with environmental regulation and changes in environmental regulation have the potential to result in increased cost for the Company's exploration activities.

In addition, our exploration programs could be exposed to a number of physical risks from climate change, such as changes in rainfall rates, rising sea levels, reduced water availability, higher temperatures, increased snow pack and extreme weather events. While the Company has not experienced these events at this point, such events or conditions such as flooding could disrupt exploration activities, could create resource shortages and could damage our property or equipment and increase health and safety risks on site. Such events or conditions could have other adverse effects.

Significant Accounting Policies, Critical Accounting Estimates and Judgments

The Company's significant accounting policies are described in Note 1 to the condensed interim consolidated financial statements for the three months ended November 30, 2022, and Note 4 to the consolidated financial statements for the year ended August 31, 2022. The preparation of the consolidated financial statements require management to make estimates and assumptions that affect the reported amounts of assets and liabilities in the consolidated financial statements and reported amounts of expenses during the reporting period. Such estimates and assumptions affect the carrying value of assets and are based on historical experience and other factors considered relevant. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised. For details of these estimates, assumptions and judgments, please refer to Note 5 to the Company's consolidated financial statements for the year ended August 31, 2022, which are available on SEDAR.

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MANAGEMENT'S DISCUSSION AND ANALYSIS

Cautionary Note Regarding Forward-Looking Information

This document contains or refers to forward-looking information. Such forward-looking information includes, among other things, statements regarding targets, estimates and/or assumptions in respect of future production, mine development costs, unit costs, capital costs, timing of commencement of operations and future economic, market and other conditions, and is based on current expectations that involve a number of business risks and uncertainties. Factors that could cause actual results to differ materially from any forward-looking statement include, but are not limited to: the grade and recovery of ore which is mined varying from estimates; capital and operating costs varying significantly from estimates; inflation; changes in exchange rates; fluctuations in commodity prices; delays in the development of the any project caused by unavailability of equipment, labor or supplies, climatic conditions or otherwise; termination or revision of any debt financing; failure to raise additional funds required to finance the completion of a project; and other factors. Forward-looking statements are subject to significant risks and uncertainties and other factors that could cause actual results to differ materially from expected results. Readers should not place undue reliance on forward-looking statements. These forward-looking statements are made as of the date hereof and we assume no responsibility to update them or revise them to reflect new events or circumstances, except as required by law.

Additional Information and Continuous Disclosure

This MD&A has been prepared as at January 26, 2023. Additional information on the Company is available through regular filings of press releases and financial statements on SEDAR (www.sedar.com).

Technical Information

All technical data disclosed in this MD&A has been verified by the Company's Qualified Person, David A. Copeland, P.Geo.

Mr. Copeland is not considered independent of Magna Terra. The Company for its exploration drilling programs run a systematic quality control program through the regular insertion of certified reference materials (ie. powdered gold standards), blanks and perform check assays at independent laboratories. Mr. Copeland has verified the quality of the exploration data presented herein.

Management's Responsibility

Management is responsible for all information contained in this MD&A. The Financial Statements have been prepared in accordance with International Financial Reporting Standards and include amounts based on management's informed judgments and estimates. The financial and operating information included in this MD&A is consistent with that contained in the Financial Statements in all material aspects.

The Company's Board of Directors has reviewed and approved the financial statements with management.

January 26, 2023

"Lew Lawrick"

Lew Lawrick
President and Chief Executive Officer

"Bill Francis"

Bill Francis
Chief Financial Officer