

MAGNA MINING INC.

1300 Kelly Lake Road
Sudbury, Ontario, P3E 5P4

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual and special meeting (the "**Meeting**") of the shareholders of Magna Mining Inc. (the "**Corporation**") will be held at the offices of the Corporation, 1300 Kelly Lake Road, Sudbury, Ontario, P3E 5P4, at 10:00 a.m. (Toronto time) on June 18, 2026.

The Meeting will be held for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation for the financial year ended December 31, 2025, together with the report of the auditor thereon;
2. to elect the directors of the Corporation for the ensuing year;
3. to appoint Doane Grant Thornton LLP, Chartered Professional Accountants, as the auditor of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix the remuneration of the auditor;
4. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution of the shareholders of the Corporation confirming and approving the Amended and Restated Omnibus Equity Incentive Plan (the "**A&R Omnibus Plan**"), which amends and restates the Corporation's existing Omnibus Equity Incentive Plan (the "**Existing Omnibus Plan**") in connection with the proposed graduation of the Corporation's listing from the TSX Venture Exchange ("**TSXV**") to the Toronto Stock Exchange (the "**TSX**"), such resolution to become effective only upon the date on which the common shares of the Corporation are listed and posted for trading on the TSX (the "**Graduation Date**"), the full text of which is reproduced as Schedule "B" in the accompanying management information circular (the "**Circular**") and a blacklined version of which is attached as Schedule "C" of the Circular, as more fully described in the Circular;
5. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution of the shareholders of the Corporation to re-approve the Existing Plan of the Corporation in the same form previously approved at the last annual and special meeting on June 26, 2025, pursuant to the requirements of the TSXV, such re-approval to remain in full force and effect unless and until it is automatically superseded upon the A&R Omnibus Plan becoming effective on the Graduation Date, as more fully described in the Circular; and
6. to transact such other business as may properly be brought before the Meeting or any adjournment thereof.

Particulars of the foregoing matters are set forth in the Circular accompanying this notice. Please review the Circular carefully and in full prior to voting in relation to the matters set out above as the Circular has been prepared to help you make an informed decision on such matters.

The directors of the Corporation have fixed the close of business on May 13, 2026, as the record date (the "**Record Date**") for the determination of shareholders entitled to receive notice of, and to vote at, the Meeting. Only shareholders whose names have been entered in the register of shareholders as of the close of business on the Record Date will be entitled to receive notice of, and to vote at, the Meeting.

Shareholders are entitled to vote at the Meeting either in person or by proxy, as described in the Circular under the heading "*General Proxy Information*". Only registered shareholders of the Corporation, or the persons they appoint as their proxies, are entitled to attend and vote at the Meeting. For information with respect to shareholders who own their common shares through an intermediary, see "*General Proxy Information – Non-Registered Shareholders*" in the Circular.

Whether or not you are able to attend the Meeting in person, you are encouraged to provide voting instructions on the enclosed form of proxy as soon as possible. To be included at the Meeting, your completed and executed form of proxy must be received by Computershare Investor Services Inc., 320 Bay Street, 14th Floor, Toronto, Ontario, M5H 4A6, no later than 10:00 a.m. (Toronto time) on June 16, 2026 (or no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to any reconvened Meeting in the event of an adjournment of the Meeting), or deposited with the Chairman of the Meeting prior to the commencement of the Meeting or any adjournment thereof. Voting instructions may also be provided by telephone or the internet by following the instructions on the form of proxy.

DATED at Toronto, Ontario this 19th day of May, 2026.

BY ORDER OF THE BOARD

(signed) "*Jason Jessup*"

Chief Executive Officer