MAGNA MINING INC.

POSITION DESCRIPTION – INDIVIDUAL DIRECTOR

This position description summarizes the principal duties and responsibilities of an individual Director of Magna Mining Inc.

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1.0 Purpose

1.1 The purpose of this Position Description is to set out the principal duties, responsibilities, and expectations of each individual director (a "Director") of Magna Mining Inc. (the "Corporation").

1.2 This Position Description is intended to complement and should be read together with the Corporation's Board of Directors (the "Board") Mandate and any applicable Board Committee Mandates.

2.0 Accountability

2.1 Each Director is responsible, together with other directors of the Board, for the duties and responsibilities set out in the Board Mandate and any applicable Board Committee Mandates.

2.2 In addition to those collective responsibilities, the Board expects each Director to fulfill the individual duties and expectations set out in this Position Description.

3.0 Role and Responsibilities of a Director

3.1 Each Director shares responsibility for the stewardship of the Corporation and for the duties, responsibilities and accountabilities assigned to the Board in the Board Mandate.

3.2 In carrying out these responsibilities, each Director will act honestly and in good faith, with a view to the best interests of the Corporation, and will contribute constructively to the work of the Board.

3.3 The specific responsibilities and expectations of each Director are set out in Sections 4.0 to 10.0.

4.0 Duties and Integrity

4.1 Act honestly and in good faith, with a view to the best interests of the Corporation, and exercise appropriate care, diligence and skill in carrying out the duties of a director.

4.2 Support the Board in acting in the best interests of the Corporation, with a view to enhancing long-term shareholder value, while having regard to the legitimate interests of other stakeholders.

4.3 Demonstrate high ethical standards, integrity and professionalism in all personal and professional dealings related to the Corporation.

4.4 Comply with the Corporation's Code of Business Conduct and Ethics and other applicable policies.

5.0 Independence

5.1 Maintain independence from management in accordance with applicable securities laws and stock exchange rules and promptly disclose to the Board any circumstances that may compromise or appear to compromise that independence.

6.0 Industry and Corporate Knowledge

6.1 Develop and maintain a solid understanding of the Corporation's business, strategy, operations, key risks, and the mining industry generally.

6.2 Apply this knowledge to question assumptions underlying the Corporation's plans and to form independent judgments.

6.3 Provide thoughtful counsel and constructive contribution on a broad range of issues facing the Corporation, including the Board's oversight of strategy and risk.

6.4 Participate in orientation programs for new directors and in ongoing continuing education opportunities offered or supported by the Corporation to maintain and enhance knowledge and skills relevant to the Board's work.

7.0 Preparation and Participation

7.1 Prepare thoroughly for Board and Board Committee meetings by reviewing all materials in advance.

7.2 Attend and actively participate in Board and Board Committee meetings and contribute constructively to the work of the Board and any Board Committees on which the Director serves.

7.3 Work constructively and collegially with other directors of the Board and with the management of the Corporation while maintaining appropriate independence.

8.0 Commitments

8.1 Demonstrate commitment to the Board through regular attendance at meetings. Fully attend all meetings of the Board and all meetings of any Board Committee on which the Director is a member.

8.2 Devote the time and attention reasonably required to fulfill the duties of a director.

9.0 Confidentiality and Conflicts of Interest

9.1 Maintain the confidentiality of all information acquired as a director, both during and after service on the Board.

9.2 Promptly disclose any actual or potential conflict of interest and recuse himself or herself from related discussions and decisions as required.

10.0 Other

10.1 Carry out such other duties as may reasonably be expected of a director of a public company in the mining industry or as requested by the Board from time to time.

11.0 Review of this Position Description

11.1 The Board will periodically review this Position Description and make any changes that might be considered necessary or desirable.

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