

Magna Terra Announces Fully Subscribed \$1,000,000 Premium Flow-Through Private Placement

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Toronto, July 31, 2025 - [Magna Terra Minerals Inc.](#) (TSXV: MTT) (the "Company" or "Magna Terra") is pleased to announce that, subject to all regulatory approvals, the Company intends to complete a non-brokered premium flow-through private placement of gross proceeds totalling \$1,000,000 (the "Offering").

The fully subscribed Offering will consist of an issuance of premium flow-through common shares of the Company at a price of \$0.135 per share for a total issuance of 7,407,407 premium flow-through common shares. Of note, the Company is pleased that Mr. Michael Gentile, it's largest shareholder (19.2%) will be participating in the Offering.

The gross proceeds from the issuance of the premium flow-through common shares will be used to incur "Canadian exploration expenses" that qualify as "flow-through critical mineral mining expenditures" (as such terms are defined in the Income Tax Act (Canada)) related to the Company's mineral exploration projects, primarily for preliminary exploration programs at the Company's recently acquired Humber Project in western Newfoundland and Rocky Brook Project in northern New Brunswick.

The Company expects that an insider of the Company will be participating in the Offering. Insider subscriptions are considered to be a "related party transaction" for purposes of Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Company is relying on exemptions from the formal valuation and minority shareholder approval requirements available under MI 61-101 as (i) the Company's securities are not listed on any stock exchange identified in Section 5.7(b) of MI 61-101; and (ii) neither the fair market value of the common shares to be distributed in the Offering nor the consideration to be received by the Company for the common shares, insofar as insider participation is concerned, exceeds \$2,500,000.

In connection with the Offering, the Company may pay finder's fees in cash or securities or a combination of both, as permitted by the policies of the TSX Venture Exchange. All securities issued pursuant to the Offering will be subject to a regulatory four month and one day hold period. The Offering is subject to approval by the TSX Venture Exchange.

About Magna Terra

Magna Terra Minerals Inc. is a precious and critical metals focused exploration company, headquartered in Toronto, Canada. Magna Terra is focused on acquiring and advancing its high-potential mineral projects in Atlantic Canada and Argentina while generating value for shareholders and minimizing shareholder dilution through option and joint venture partnerships where appropriate; leveraging our ability to explore, grow, and transact projects. The Company is focused on exploring our 100%-owned Humber Copper-Cobalt Project in Newfoundland and Labrador, our 100% owned Rocky Brook Gold and Critical Metals Project in the historic Bathurst Mining Camp of New Brunswick; and our 100%-owned Cape Spencer Gold Project in New Brunswick. In addition, the Company has optioned the Great Northern Project in Newfoundland to [Gold Hunter Resources Inc.](#) for total cash and share consideration of \$9.5 million over a 2-year period, and currently holds an approximate 28.9% equity interest in Gold Hunter. Further, the Company maintains a significant precious metals exploration portfolio in the province of Santa Cruz, Argentina which includes the Boleadora Project and the Luna Roja Project which are subject to a recently announced LOI with Andean Metals Corp., as well as several additional district scale drill ready projects available for purchase or option/joint venture.

Forward Looking Statements

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

Cautionary Statements Regarding Forward Looking Information

This news release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful, including any of the securities in the United States of America. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "1933 Act") or any state securities laws and may not be offered or sold within the United States or to, or for account or benefit of, U.S. Persons (as defined in Regulation S under the 1933 Act) unless registered under the 1933 Act and applicable state securities laws, or an exemption from such registration requirements is available.

This news release includes certain forward-looking statements concerning the use of proceeds of the Offering, the future performance of our business, its operations and its financial performance and condition, as well as management's objectives, strategies, beliefs and intentions. Forward-looking statements are frequently identified by such words as "may", "will", "plan", "expect", "anticipate", "estimate", "intend" and similar words referring to future events and results. Forward-looking statements are based on the current opinions and expectations of management. All forward-looking information is inherently uncertain and subject to a variety of assumptions, risks and uncertainties, including the speculative nature of mineral exploration and development, fluctuating commodity prices, competitive risks and the availability of financing, as described in more detail in our recent securities filings available at www.sedarplus.ca. Actual events or results may differ materially from those projected in the forward-looking statements and we caution against placing undue reliance thereon. We assume no obligation to revise or update these forward-looking statements except as required by applicable law.

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