

**MUSGROVE MINERALS CORP.**  
**8338-120<sup>th</sup> Streets**  
**Surrey, British Columbia**  
**Canada V3W 3N4**

## **NOTICE OF CONSOLIDATION OF SHARES AND CHANGE OF NAME**

### **TO OUR REGISTERED SHAREHOLDERS:**

The Company is distributing with this Information Circular, letters of transmittal to be completed by the Company's Registered Shareholders, if the Share Consolidation is approved at the Annual General and Special Meeting (the "**Meeting**") of the Shareholders of Musgrove Minerals Corp. (the "**Company**") to be held on April 16th, 2012 for the purpose of exchanging existing share certificates for post-Consolidation certificates.

Following the Meeting and subsequent approval of the Toronto Venture Exchange, effective at a date to be announced by press release, the Company's issued common share capital will be consolidated for up to each five (5) old common shares being consolidated into one (1) new common share, or such other basis as determined by the Directors.

Accompanying this notice is a Letter of Transmittal that may be used by you to exchange your present certificates for new certificates in the Company representing the consolidated number of shares which will, if a change of name is undertaken, be in the Company's new name. Please read carefully the instructions attached to the Letter of Transmittal. Shareholders forwarding share certificates to Computershare Trust Company of Canada by mail are advised, for their own protection, to do so by Registered Mail.

DATED: March 12<sup>th</sup>, 2012

**MUSGROVE MINERALS CORP.**

*"Rana Vig"*

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Rana Vig, President & CEO

**MUSGROVE MINERALS CORP.  
LETTER OF TRANSMITTAL**

**TO: COMPUTERSHARE TRUST COMPANY OF CANADA**

The undersigned hereby represents and warrants that:

1) the undersigned is the owner of the number of common shares of MUSGROVE MINERALS CORP. ("Common Shares") represented by the share certificate(s) described below and delivered herewith; and

2) the undersigned has good title to the Common Shares represented by the said certificate(s), free and clear of all liens, charges and encumbrances, and has full power and authority to herewith deposit such Common Shares.

Certificate Number	Name in which Registered	Number of Common Shares

The above-listed share certificate(s) is/are hereby surrendered in order that they may be exchanged for a new share certificate reflecting the new CUSIP/ISIN number assigned to the Common Shares as a result of:

- (i) **The Share Consolidation Resolution** (any fractional share remaining after giving effect to the aforementioned consolidation will be cancelled).

such new share certificate to be returned to the undersigned forthwith upon issuance. The foregoing resolutions were submitted for approval of shareholders at the Annual General and Special Meeting of shareholders of MUSGROVE MINERALS CORP. held on April 16th, 2012, or any adjournment or postponement thereof.

The undersigned authorizes and directs Computershare Trust Company of Canada to issue and deliver a new share certificate, in the name and to the address as indicated below, representing the Common Shares to which the undersigned is entitled. Or, if no instructions are given, in the name and to the address of the undersigned as appears on the share register maintained by Computershare Trust Company of Canada on behalf of MUSGROVE MINERALS CORP.

Name <b>(please print clearly)</b>			
Address			
City	Province	Postal Code	
Telephone: (Office) (            )	(Home) (        )	Social Insurance Number	Tax Identification Number

Date:

Signature of Shareholder

## INSTRUCTIONS

### 1 Use of Letter of Transmittal

- (a) Each shareholder holding share certificate(s) of Musgrove Minerals Corp. must send or deliver this Letter of Transmittal duly completed and signed together with the share certificate(s) described herein to Computershare Trust Company of Canada (“Computershare”) at the office listed below. The method of delivery to Computershare is at the option and risk of the shareholder, but if mail is used, registered mail is recommended.
- (b) Share certificate(s) registered in the name of the person by whom (or on whose behalf) the Letter of Transmittal is signed need not be endorsed or accompanied by any share transfer power of attorney.
- (c) Share certificate(s) not registered in the name of the person by whom (or on whose behalf) the Letter of Transmittal is signed must be endorsed by the registered holder thereof or deposited together with share transfer power of attorney properly completed by the registered holder. Such signature must be guaranteed by an “Eligible Institution”, or in some other manner satisfactory to the Trust Company.

An “Eligible Institution” means a Canadian schedule 1 chartered bank, a major trust company in Canada, a member of the Securities Transfer Agent Medallion Program (STAMP), a member of the Stock Exchanges Medallion Program (SEMP) or a member of the New York Stock Exchange Inc. Medallion Signature Program (MSP). Members of these programs are usually members of a recognized stock exchange in Canada and the United States, members of the Investment Dealers Association of Canada, members of the National Association of Securities Dealers or banks and trust companies in the United States.

- (d) Where the Letter of Transmittal is executed on behalf of a corporation, partnership or association, or by an agent, executor, administrator, trustee, guardian or any person acting in a representative capacity, the Letter of Transmittal must be accompanied by satisfactory evidence of the representative’s authority to act.
- (e) MUSGROVE MINERALS CORP. reserves the right if it so elects in its absolute discretion to instruct Computershare to waive any defect or irregularity contained in any Letter of Transmittal received by it.

### 2 Lost Share Certificates

If a share certificate has been lost or destroyed, the Letter of Transmittal must be completed as fully as possible and forwarded Computershare together with a letter stating the loss. Computershare will respond with the replacement requirements, which must be properly completed and returned prior to effecting the exchange.

### 3 Privacy Notice:

Computershare is committed to protecting your personal information. In the course of providing services to you and our corporate clients, we receive non-public personal information about you – from transactions we perform for you, forms you send us, other communications we have with you or your representatives, etc. This information could include your name, address, social insurance number, securities holdings and other financial information. We use this to administer your account, to better serve your and our clients’ needs and for other lawful purposes relating to our services. We have prepared a *Privacy Code* to tell you more about our information practices and how your privacy is protected. It is available at our website, [computershare.com](http://computershare.com), or by writing us at 100 University Avenue, Toronto, Ontario, M5J 2Y1. Computershare will use the information you are providing on this form in order to process your request and will treat your signature(s) on this form as your consent to the above.

### 4 Miscellaneous

Additional copies of the Letter of Transmittal may be obtained from Computershare at the office listed below. Any questions should be directed to Computershare at 1-800-564-6253 or by e-mail to [corporateactions@computershare.com](mailto:corporateactions@computershare.com).

**By Mail:** P.O. Box 7021  
31 Adelaide St E  
Toronto, ON M5C 3H2  
Attn: Corporate Actions

**By Registered Mail,  
Hand or Courier:** 100 University Avenue  
9<sup>th</sup> Floor  
Toronto, ON M5J 2Y1  
Attn: Corporate Actions