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**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON APRIL 16th, 2012**

TO: The Shareholders of Musgrove Minerals Corp.

TAKE NOTICE that the annual general meeting (the “Meeting”) of the shareholders of Musgrove Minerals Corp. (“Musgrove” or the “Company”) will be held at 8338-120th Street, Surrey, BC., on April 16th, 2012, at 2:30 p.m. (Vancouver time) for the following purposes:

1. To receive the audited financial statements of the Company for the year ended November 30, 2011 and the report of the auditor on those statements.
2. To fix the number of directors for the ensuing year at four.
3. To elect directors for the ensuing year.
4. To appoint the auditor for the Company for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor.
5. To ratify and approve the Company’s stock option plan (the “Stock Option Plan”) reserving for issuance, on a rolling basis, for issuance up to a maximum of 10% of the issued shares of the Company at the time of granting of the stock option as more particularly described in the Company’s information circular accompanying this Notice of Meeting (the “Information Circular”).
6. To authorize and approve a special resolution for a share consolidation of the Company’s issued and outstanding shares up to a five (5) old for one (1) new basis;
7. To authorize and approve a special resolution for a change of the Company’s name;
8. To transact such other business as may properly come before the Meeting or any adjournments thereof.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting. As at the date hereof no other matters are contemplated. However, any

permitted amendment to or variation to any matter identified in this Notice may be properly considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

Shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of Proxy and deliver it in accordance with the instructions set out in the Proxy and in the Information Circular. An unregistered shareholder who plans to attend the Meeting must follow the instructions set out in the form of Proxy and in the Information Circular to ensure that such shareholder's shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered shareholder.

DATED at Surrey, British Columbia, this 12th day of March, 2012

MUSGROVE MINERALS CORP.

"Rana Vig"

President and Chief Executive Officer