



8338-120th Street, Surrey, BC V3W 3N4
Tel: 604-592-6881 Fax : 604-592-6882

TSXV:MGS

OTC: MGS GF

**NOTICE OF ANNUAL GENERAL and SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON FRIDAY, JUNE 21, 2013 (the "Notice")**

TO: The Shareholders of Musgrove Minerals Corp.

TAKE NOTICE that the annual general and special meeting (the "Meeting") of the shareholders of Musgrove Minerals Corp. ("Musgrove" or the "Company") will be held at 8338-120th Street, Surrey, BC. on Friday, June 21, 2013, 2:00 p.m. (Pacific-Daylight Savings time) for the following purposes:

1. To receive the audited financial statements of the Company for the year ended November 30, 2012 and the report of the auditor on those statements;
2. To fix the number of directors for the ensuing year at five (5);
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");
6. To authorize and approve a stock consolidation on a five (5) old for one (1) new basis;
7. To transact such other business as may properly come before the Meeting or any adjournments thereof.

This information circular (the "Circular" or "Information Circular") provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. Also accompanying this Notice and the Circular is a transmittal for use in the event of a consolidation, a Request for Financial Statements and form of proxy for use at the Meeting. Any adjourned meeting resulting from an adjournment of the Meeting will be held at a time and place to be specified at the Meeting. Only shareholders of record at the close of business on May 15, 2013 will be entitled to receive notice of and vote at the Meeting.

A shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his stead. If you are unable to attend the Meeting in person, please read the Information Circular and enclosed proxy (the "Proxy") and then complete, sign, date and return the Proxy, together with the power of attorney or other authority, if any, under which it was signed or a notarially certified copy to the Company's registrar and transfer agent, Valiant Trust, 600-750 Cambie Street, Vancouver, B.C. V6B 0A2 at least 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the Meeting or any adjournment. Failure to do so may result in your shares not being voted at the Meeting. As set out in the notes to the Proxy, the Proxy is solicited by management, but you may amend it, if you so desire, by striking out the names listed on it and inserting in the space provided the name of the person you wish to have represent you at the Meeting. Unregistered shareholders who received the Proxy through an intermediary must deliver the proxy in accordance with the instructions given by the intermediary.

DATED at Surrey, British Columbia, this 15th day of May, 2013.

MUSGROVE MINERALS CORP.

"Rana Vig"

President and Chief Executive Officer