

**MUSGROVE MINERALS CORP.**

102-15910 Fraser Hwy.,  
Surrey, BC V4N 0X9

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF  
SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of the shareholders of Musgrove Minerals Corp. (the “**Company**”) will be held at Suite 2600, Oceanic Plaza, 1066 West Hastings Street, Vancouver, British Columbia on Friday, October 24, 2014 at 11:00 a.m (local time in Vancouver, British Columbia). At the Meeting, the shareholders will receive the financial statements for the year ended November 30, 2013, together with the auditor’s report thereon, and consider resolutions to:

1. fix the number of directors for the ensuing year at three;
2. elect directors for the ensuing year;
3. appoint Dale Matheson Carr-Hilton Labonte, LLP, Chartered Accountants, as auditor of the Company for the ensuing year;
4. authorize the directors to determine the remuneration to be paid to the auditor;
5. ratify and approve the Company’s stock option plan;
6. consider and, if deemed appropriate, approve by special resolution, the alteration of the Company’s Articles to include advance notice provisions, as more particularly set out in the section of the information circular entitled “Approval of Alteration to Articles to include Advance Notice Provisions”; and
7. transact such other business as may properly be put before the Meeting or any adjournment thereof.

All shareholders are entitled to attend and vote at the Meeting in person or by proxy. The Board of Directors (the “**Board**”) requests that all shareholders who will not be attending the Meeting in person read, date and sign the accompanying proxy and deliver it to Valiant Trust (“**Valiant**”). If a shareholder does not deliver a proxy to Valiant, 600-750 Cambie Street, Vancouver, B.C. V6B 0A2, by 11:00 a.m. (Vancouver, British Columbia time) on Wednesday, October 22, 2014 (or before 48 hours, excluding Saturdays, Sundays and holidays before any adjournment of the meeting at which the proxy is to be used), then the shareholder will not be entitled to vote at the Meeting by proxy. Only shareholders of record at the close of business on September 16, 2014 will be entitled to vote at the Meeting.

An information circular and a form of proxy accompany this notice.

DATED at Surrey, British Columbia, the 23<sup>rd</sup> day of September, 2014.

**ON BEHALF OF THE BOARD**

(signed) “*Rana Vig*”

Rana Vig  
President and Chief Executive Officer