

MUSKRAT MINERALS INCORPORATED

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT the annual general and special meeting (the “**Meeting**”) of holders of common shares of Muskrat Minerals Incorporated (the “**Corporation**”) will be held at 380 Bedford Highway, Halifax, Nova Scotia, B3M 2L4 on December 8, 2014 at 2:00 p.m. (AST – Halifax Time) for the following purposes:

1. to receive the audited consolidated annual financial statements of the Corporation for the financial year ended June 30, 2014 and the report of the auditors thereon;
2. to elect eight (8) directors for the ensuing year;
3. to re-appoint Collins Barrow Toronto LLP, as auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration;
4. to approve, ratify and confirm all acts, contracts, proceedings, appointments and payments of money by the directors and officers of Corporation; and
5. to transact any such other business as may properly come before the Meeting or any adjournment(s) thereof.

The specific details of the foregoing matters to be put before the Meeting are set forth in the information circular accompanying this notice of meeting.

Shareholders are invited to attend the Meeting. Registered shareholders who are unable to attend the meeting in person are requested to complete, date and sign the enclosed form of proxy and send it to the registrar and transfer agent of the Corporation, TMX Equity Transfer Services Inc. Non-registered shareholders who receive these materials through their broker or other intermediary should complete and send the form of proxy in accordance with the instructions provided by their broker or intermediary. To be effective, a proxy must be received for verification by 2:00 p.m. (Halifax time) on December 4, 2014, or in the case of any adjournment of the meeting, not less than 48 hours prior to the time of such meeting. The Chairman of the Meeting may refuse to recognize any instrument of proxy received after such time.

DATED at the Halifax Regional Municipality, in the Province of Nova Scotia, this 22nd day of October, 2014.

BY ORDER OF THE BOARD OF DIRECTORS

By: (Original signed)
Name: David J. Hennigar
Title: Chairman

By: (Original signed)
Name: Lina Tannous
Title: Corporate Secretary