

MINERVA MINERALS LIMITED

SUITE 204, 3540 WEST 41ST AVENUE
VANCOUVER, B.C.
V6N 3E6

NOTICE OF SPECIAL MEETING

TAKE NOTICE that the Special Meeting of the Shareholders of **MINERVA MINERALS LIMITED** (hereinafter called the “Company”) will be held at Suite 1750, 1185 West Georgia Street, Vancouver, British Columbia, on:

WEDNESDAY, MAY 22, 2013

at the hour of 10:00 o’clock in the forenoon (Vancouver time) for the following purposes:

1. to consider and if thought advisable, approve a special resolution to consolidate the share capital on the basis of two (2) existing common shares for one (1) new common share;
2. to consider and if thought advisable, approve a special resolution, with or without amendment, that the articles of the Company be amended to change the name of the Company to “Greywacke Exploration Ltd.”, or such other name as may be approved by the board of directors of the Company and applicable regulatory authorities; and
3. to transact such other business as may properly come before the Meeting.

Accompanying this Notice are an Information Circular and Form of Proxy.

A shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxyholder to attend and vote in his stead. If you are unable to attend the Meeting, or any adjournment thereof in person, please read the Notes accompanying the Form of Proxy enclosed herewith and then complete and return the Proxy within the time set out in the Notes. The enclosed Form of Proxy is solicited by Management but, as set out in the Notes, you may amend it if you so desire by striking out the names listed therein and inserting in the space provided the name of the person you wish to represent you at the Meeting.

DATED at Vancouver, British Columbia, this 12th day of April, 2013.

BY ORDER OF THE BOARD OF DIRECTORS

“David E. Jenkins”
President and Chief Executive Officer