

JOSEPHINE MINING CORP.

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD OCTOBER 24, 2011**

NOTICE IS HEREBY GIVEN that the annual general meeting of the shareholders of Josephine Mining Corp. (the "Corporation") will be held at the Red Lion Hotel at the Park, Riverside Boardroom #1, 201 W. North River Drive in Spokane, Washington, at 10:30 a.m. (Pacific Standard Time) on October 24, 2011, for the following purposes:

1. to receive the financial statements for the fiscal year ended December 31, 2010 with the report of the auditors thereon;
2. to elect the directors for the ensuing year;
3. to appoint the auditors for the ensuing year;
4. to consider, and if thought fit, pass an ordinary resolution, approving the Corporation's Stock Option Plan;
5. to transact such other business as may properly come before the meeting or any adjournments(s) thereof.

A form of proxy will not be valid and not be acted upon or voted unless it is signed and dated and reaches the office of Computershare Investor Services Inc. (the "Transfer Agent"), at their offices located on the 9th Floor, 100 University Avenue, Toronto, ON M5J 2Y1, or by toll-free fax 1-866-249-7775 by 11:59 PM (Pacific Standard Time) on October 20, 2011, to reach the addressee no later than forty-eight (48) hours (excluding Saturday, Sunday and holidays) prior to the time of the meeting, or if the Meeting is adjourned, by 3:00 pm (Toronto time) on the second business day prior to the date of the adjourned Meeting, or any further adjournment thereof.

Unregistered shareholders who receive these materials through their broker or another intermediary are requested to complete and return the form of proxy in accordance with the instructions provided by the broker or other intermediary.

The directors have fixed September 20, 2011 as the record date. Holders of Common Shares of record at the close of business of September 20, 2011 are entitled to notice of the annual general meeting and to vote thereat or at any adjournments thereof.

Calgary, Alberta

September 20, 2011

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) "Robert L. Russell"
President