

**NOTICE OF MEETING
AND
MANAGEMENT INFORMATION CIRCULAR
RELATING TO
THE SPECIAL MEETING OF
THE SHAREHOLDERS
OF
MATICA ENTERPRISES INC.
ON MARCH 10, 2015**

These materials are important and require your immediate attention. The shareholders of Matica Enterprises Inc. are required to make important decisions. If you have questions as to how to deal with these documents or the matters to which they refer, please contact your financial, legal or other professional advisor.

MATICA ENTERPRISES INC.
44 Victoria Street, Suite 1102
Toronto, Ontario M5C 1Y2

January 30, 2015

Dear Shareholder:

You are invited to attend the special meeting (the “**Meeting**”) of the shareholders of Matica Enterprises Inc. (“**Matica**”) to be held on March 10, 2015 at 44 Victoria Street, Suite 1102, Toronto, Ontario, M5C 1Y2 at 10:00 a.m. (Toronto time).

The purpose of the Meeting is to seek your authorization and approval for a statutory procedure known as a plan of arrangement (the “**Arrangement**”). Pursuant to the Arrangement, each issued and outstanding common share of Matica will be exchanged for one New Matica Share and one Class 1 Reorganization Share, one Class 2 Reorganization Share, one Class 3 Reorganization Share and one Class 4 Reorganization Share of Matica.

All of the Class 1 Reorganization Shares will be transferred by shareholders to Ravenline Exploration Ltd. (“**Spinco1**”), a private Ontario company, in exchange for 22,310,666 common shares of Spinco1 to be issued to shareholders on a pro rata basis (resulting in approximately one-third of one common share of Spinco1 being issued for every one Class 1 Reorganization Share) and Matica will redeem all of the Class 1 Reorganization Shares by the transfer to Spinco1 of \$20,000 of working capital and the material mining assets currently owned by Matica.

All of the Class 2 Reorganization Shares will be transferred by shareholders to 1022607 B.C. Ltd. (“**Spinco2**”), a private British Columbia company, in exchange for 4,462,133 common shares of Spinco2 to be issued to shareholders on a pro rata basis (resulting in approximately one-fifteenth of one common share of Spinco2 being issued for every one Class 2 Reorganization Share) and Matica will redeem all of the Class 2 Reorganization Shares by the transfer to Spinco2 of \$20,000 of working capital and its interest in a letter of intent with 2426702 Ontario Inc.

All of the Class 3 Reorganization Shares will be transferred by shareholders to 1022608 B.C. Ltd. (“**Spinco3**”), a private British Columbia company, in exchange for 892,426 common shares of Spinco3 to be issued to shareholders on a pro rata basis (resulting in approximately one-seventy fifth of one common share of Spinco3 being issued for every one Class 3 Reorganization Share) and Matica will redeem all of the Class 3 Reorganization Shares by the transfer to Spinco3 of \$20,000 of working capital and its interest in a letter of intent with Ludwig Industrial Solutions Limited.

All of the Class 4 Reorganization Shares will be transferred by shareholders to 1024250 B.C. Ltd. (“**Spinco4**”), a private British Columbia company, in exchange for 4,462,133 common shares of Spinco4 to be issued to shareholders on a pro rata basis (resulting in approximately one-fifteenth of one common share of Spinco4 being issued for every one Class 4 Reorganization Share) and Matica will redeem all of the Class 4 Reorganization Shares by the transfer to Spinco4 of \$20,000 of working capital and its interest in a joint venture agreement with Bellerosa Distributing Ltd.

As a result of the Arrangement, holders of common shares of Matica of record on January 15, 2015 (the “**Share Distribution Record Date**”) will end up holding common shares in each of Spinco1, Spinco2, Spinco3 and Spinco4 (the “**Spinco**s”) and each of the Spinco's will hold the working capital and assets transferred to it by Matica. Holders of common shares of Matica of record on the effective date of the Arrangement will remain shareholders of Matica and Matica will retain its remaining assets and working capital. At the effective time of the Arrangement, shareholders of Matica of record on the Share Distribution Record Date will hold all of the issued and outstanding common shares of the Spinco's.

The purpose of the Arrangement is to restructure Matica by creating the Spincos which will each become a reporting issuer in the Provinces of British Columbia, Alberta and Ontario upon completion of the Arrangement.

As described above, on the Effective Date of the Arrangement, which is expected to be in March 2015, your common shares of Matica held as of the Share Distribution Record Date will, through a series of steps, be exchanged for a lesser number of common shares of each of the Spincos.

The Arrangement is subject to such listing being obtained, however there is no assurance that a public market will continue in the new common shares of Matica or that there will be a public market for the common shares of any of the Spincos after the Arrangement. This is explained in more detail in the information circular for the Meeting which accompanies this letter.

The Board of Directors of Matica unanimously believes that the Arrangement is in the best interests of Matica and its shareholders, and unanimously recommends that you vote FOR the Arrangement. Without the prescribed approval of the holders of common shares of Matica, which is approval by two-thirds of the votes cast at the Meeting, the proposed Arrangement cannot take place. It should be noted that the Arrangement also requires the approval of the Supreme Court of British Columbia.

The attached Notice of Meeting and Management Information Circular contain a detailed description of the Arrangement and include certain other information to assist you in considering the matters to be voted upon. You are urged to carefully consider all of the information in the accompanying Management Information Circular, including the documents incorporated by reference therein. If you require assistance, you should consult your financial, legal, or other professional advisors.

Voting

Your vote is important regardless of the number of Matica Shares that you own. If you are a registered Matica Shareholder and are unable to be present in person at the Meeting, we encourage you to vote by completing the enclosed form of proxy. You should specify your choice by marking the box on the enclosed form of proxy and by dating, signing and returning your proxy in the enclosed return envelope addressed to Capital Transfer Agency, at its offices at 401 - 121 Richmond Street, Toronto, Ontario M5H 2K1, or by facsimile to (416) 350-5008. Alternatively, you may submit your vote by email to cgoodale@capitaltransferagency.com. In all cases, your proxy vote must be received at least 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting. Please do this as soon as possible. Voting by proxy will not prevent you from voting in person if you attend the Meeting and revoke your proxy, but will ensure that your vote will be counted if you are unable to attend.

If you are not registered as the holder of your Matica Shares but hold your Matica Shares through a broker or other intermediary, you should follow the instructions provided by your broker or other intermediary to vote your Matica Shares. See the section in the accompanying Management Information Circular entitled “*General Proxy Information — Non-Registered Holders*” for further information on how to vote your Matica Shares.

If you are not sure whether you are a Registered Matica Shareholder, please contact Capital Transfer Agency at 1-800-631-0940.

If you hold your Matica Shares through a broker or other person, please contact that broker or other person for instructions and assistance in receiving the New Matica Shares, Spinco1 Shares, Spinco2 Shares, Spinco3 Shares and Spinco4 Shares, as applicable, issuable upon exchange of Matica Shares.

While certain matters, such as the timing of the receipt of Court approval, are beyond the control of Matica, if the resolution approving the Arrangement is passed by the requisite majorities at the Meeting, it is anticipated that the Arrangement will be completed and become effective on or about March, 2015.

On behalf of Matica, we would like to thank you for your continued support as we proceed with this important transaction.

Sincerely,

/s/ "Boris Ziger"

Boris Ziger
Chief Executive Officer and Director
Matica Enterprises Inc.

**MATICA ENTERPRISES INC.
44 Victoria Street, Suite 1102
Toronto, Ontario M5C 1Y2**

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE that pursuant to an order of the Supreme Court of British Columbia dated January 30, 2015, a special meeting (the “**Meeting**”) of shareholders (the “**Matica Shareholders**”) of Matica Enterprises Inc. (“**Matica**”) will be held in the offices of Matica located at 44 Victoria Street, Suite 1102, Toronto, Ontario, M5C 1Y2 on March 10, 2015, at 10:00 a.m. (Toronto time), for the following purposes:

1. to consider and, if thought advisable, to pass, with or without variation, a special resolution (the “**Arrangement Resolution**”) approving an arrangement (the “**Plan of Arrangement**”) under Section 288 of the Business Corporations Act (British Columbia) (the “**Business Corporations Act**”) which involves, among other things, the distribution to the Matica Shareholders shares of Ravenline Exploration Ltd. (“**Spinco1**”), 1022607 B.C. Ltd. (“**Spinco2**”), 1022608 B.C. Ltd. (“**Spinco3**”) and 1024250 B.C. Ltd. (“**Spinco4**”), currently wholly-owned subsidiaries of Matica, all as more set out in the management information circular of Matica (the “**Circular**”); and
2. to transact such further or other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

AND TAKE NOTICE that registered Matica Shareholders who validly dissent from the Plan of Arrangement will be entitled to be paid the fair value of their shares, subject to strict compliance with Sections 237 to 247 of the Business Corporations Act, as modified by the provisions of the interim order, the proposed final order and the Plan of Arrangement. The dissent rights are described in Schedule “E” of the Circular. Failure to comply strictly with the requirements set forth in Sections 237 to 247 of the Business Corporations Act, as modified, may result in the loss of any right of dissent.

The Circular contains the full text of the Arrangement Resolution and provides additional information relating to the subject matter of the Meeting, including the Arrangement, and is deemed to form part of this Notice of Meeting. Also accompanying this notice is either a form of proxy for Registered Matica Shareholders 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 Matica Shareholders of record at the close of business on January 15, 2015, will be entitled to receive notice of and vote at the Meeting.

Notice-and-Access

Matica is utilizing the notice-and-access mechanism (the “**Notice-and-Access Provisions**”) that came into effect on February 11, 2013 under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 – *Continuous Disclosure Obligations, for distribution of Meeting materials to registered and beneficial Shareholders*.

Website Where Meeting Materials are Posted

The Notice-and-Access Provisions are a new set of rules that allows reporting issuers to post electronic versions of proxy-related materials (such as proxy circulars and annual financial statements) on-line, via the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) and one other website, rather than mailing paper copies of such materials to Shareholders. Electronic copies of the Circular may be found on Matica’s SEDAR profile at www.sedar.com and also on Matica’s website at www.maticacenterprises.com under the “Investors” heading. Matica will not use procedures known as “stratification” in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the Circular to some Matica Shareholders with this notice package. In relation to the Meeting, all Matica Shareholders

will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of the Circular.

Obtaining Paper Copies of Materials

Matica anticipates that using notice-and-access for delivery to all Matica Shareholders will directly benefit Matica through a substantial reduction in both postage and material costs, and also promote environmental responsibility by decreasing the large volume of paper documents generated by printing proxy-related materials. Shareholders with questions about notice-and-access can call Matica's transfer agent Capital Transfer Agency, Inc. ("**Capital Transfer**") toll-free at 1-800-631-0940. Matica Shareholders may also obtain paper copies of the Circular free of charge by contacting Capital Transfer at the same toll-free number or upon request to Matica's Corporate Secretary.

A request for paper copies which are required in advance of the Meeting should be sent so that they are received by Matica or Capital Transfer, as applicable, by February 23, 2015 in order to allow sufficient time for Matica Shareholders to receive the paper copies and to return their proxies or voting instruction forms to intermediaries not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof (the "**Proxy Deadline**").

Voting

Matica Shareholders are entitled to vote at the Meeting either in person or by proxy. Registered Matica Shareholders who are unable to attend the Meeting in person are encouraged to read, complete, sign, date and return the enclosed form of proxy in accordance with the instructions set out in the proxy and in the Circular. If you are a non-registered Matica Shareholder and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or the other intermediary. Failure to do so may result in your shares of Matica not being voted at the Meeting.

DATED at Toronto, Ontario this 29th day of January, 2015.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ "Boris Ziger"

Boris Ziger
Chief Executive Officer and Director