

**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 “**Spincos**”) and each of the Spincos 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 Spincos.

The purpose of the Arrangement is to restructure Matica by creating the Spinco's 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 Spinco's.

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 Spinco's 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 OR 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 2T1, or by facsimile to (416) 350-5008. Alternatively, you may submit your vote by email to [cgoodalecapitaltransferagency.com](mailto:cgoodalecapitaltransferagency.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 iger"

Boris iger  
Chief Executive Officer and Director  
Matica Enterprises Inc.