

**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