

Panthera Exploration Inc.

709 – 837 West Hastings Street
Vancouver, B.C. V6C 3N6

NOTICE OF SPECIAL AND ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that a special and annual general meeting (the “Meeting”) of the shareholders (the “Shareholders”) of Panthera Exploration Inc. (the “Company”) will be held in the offices of the Company at the Terminal City Club Tower, Suite 709- 837 West Hastings Street, Vancouver, British Columbia, on Thursday, the 24th day of June, 2010 at the hour of 10:00 a.m. (Vancouver time), for the following purposes:

1. To receive the report of the directors;
2. To receive the audited financial statements of the Company for the year ending December 31, 2009 (with comparative statements relating to the preceding fiscal period) together with the related Management Discussion and Analysis and report of the Auditors thereon;
3. To pass an ordinary resolution to determine the number of directors at five (5);
4. To elect directors;
5. To pass an ordinary resolution to appoint MacKay LLP, Chartered Accountants as auditor for the Company, and to authorize the directors to fix their remuneration;
6. To consider and, if deemed appropriate, to pass, with or without variation, a special resolution to amend the Articles of the Company to authorize an officer of the Company to call a meeting of the board of directors, all as more fully set forth in the Information Circular accompanying this Notice;
7. To consider and, if deemed appropriate, to pass, with or without variation, a special resolution to amend the Articles of the Company to authorize a member of the board of directors to appoint an officer of the Company to act as Chair of a board of directors meeting with the consent of the meeting, all as more fully set forth in the Information Circular accompanying this Notice;
8. To pass an ordinary resolution to ratify, confirm and approve the Stock Option Plan that provides for up to 10% of the Company’s issued and outstanding shares to be available as stock options to directors, officers, employees, consultants and others providing services to the Company, as more particularly described in the Company’s Information Circular; and
9. To transact such other business as may properly come before the Meeting, or any adjournment or adjournments thereof.

Accompanying this Notice of Meeting is a Management Information Circular and form of proxy for the Shareholders. The accompanying Management Information Circular provides information relating to the matters to be addressed at the Meeting and is incorporated into this Notice.

If you are a registered Shareholder of the Company and unable to attend the Meeting in person, please read, complete, date and sign the accompanying form of proxy and deposit it with Computershare Investor Services Inc., Attention: Proxy Department, by 10:00 a.m. Vancouver time, on June 22, 2010 or at least 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or deliver it to the Chairman of the Meeting prior to the commencement of the Meeting or adjournment thereof. Please advise the Company of any change in your mailing address.

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan, tax free saving plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your security on your behalf, please complete and return the materials in accordance with the instructions provided to you by your intermediary.

DATED at Vancouver, British Columbia on May 26, 2010.

By Order of the Board of Directors

“Bruce Winfield”
Bruce Winfield, President