



NOTICE OF SHAREHOLDERS' MEETING

TO THE SHAREHOLDERS OF MUNCY BANK FINANCIAL, INC.

Notice is hereby given that the Annual Meeting for the shareholders of Muncy Bank Financial, Inc. will be held on Tuesday, April 13, 2010 beginning at 10:30 A.M. at The Muncy Bank and Trust Company's Richard H. Lloyd Annex, Two North Main Street, Muncy Pennsylvania.

The general nature of the business to be transacted at the meeting is:

1. To elect Directors to serve according to their classification.
2. For the transaction of such other business as may be properly brought before such a meeting.

IN ORDER FOR YOUR SHARES TO BE REPRESENTED AT THE ANNUAL MEETING, IT WILL BE NECESSARY TO DATE, SIGN THE ENCLOSED PROXY AND RETURN IT PROMPTLY IN THE ENCLOSED ENVELOPE.

If you are able to attend the meeting, you may personally vote your shares even if you have voted by proxy.

The Stock Transfer Books will be as of the close of business March 1, 2010 and only shareholders of record on said date will be entitled to vote in person or by proxy.

Respectfully,

A handwritten signature in black ink, appearing to read 'Daniel C. Berninger', written in a cursive style.

Daniel C. Berninger,

President & Chief Executive Officer MUNCY BANK FINANCIAL, INC.