

PROSPER GOLD CORP.  
468 B Reid Street  
Quesnel, BC V2J 2M6

**NOTICE OF ANNUAL GENERAL MEETING**  
**(“Notice”)**

TAKE NOTICE that the **ANNUAL GENERAL MEETING** (the “**Meeting**”) of the shareholders of **PROSPER GOLD CORP.** (hereinafter called the “**Company**”) will be held at the offices of Blake, Cassels & Graydon LLP, 595 Burrard Street, Suite 2600, Three Bentall Centre, Vancouver, British Columbia, V7X 1L3, on June 8, 2017, at the hour of 10:00 a.m. (Vancouver time) for the following purposes:

1. to receive the audited financial statements of the Company for the year ended October 31, 2016;
2. to set the number of directors at four;
3. to elect directors, each of whom will serve until the next annual general meeting of the Company’s shareholders or until his or her successor is duly elected or appointed if his or her office is vacated earlier in accordance with the Company’s articles or if he or she becomes disqualified to act as a director;
4. to re-approve the Company’s stock option plan as more particularly set out in the attached information circular;
5. to consider and, if thought fit by the shareholders, to appoint the auditor and to authorize the directors to fix their compensation; and
6. to transact such other business as may properly come before the Meeting.

Accompanying this Notice of Meeting is the information circular, a form of proxy (the “**Proxy**”) or request for voting instructions (“**VIF**”), and non-registered shareholders will receive a separate Financial Statement Request Form. The information circular includes more detailed information relating to the matters to be addressed at the Meeting. The information circular is deemed to form a part of this Notice.

Shareholders of the Company unable to attend the Meeting in person should read the notes to the Proxy and complete and return the Proxy to the Company’s registrar and transfer agent Computershare Investor Services Inc., Attention: Proxy Department, 8<sup>th</sup> floor, 100 University Ave, Toronto, Ontario, M5J 2Y1, or by fax at 1-866-249-7775 (within North America) or 416-263-9524 (outside North America), not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the commencement of the Meeting, unless the chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently.

The enclosed Proxy appoints nominees of management as proxyholder and you may amend the Proxy, if you wish, by inserting in the space provided the name of the person you wish to represent you as proxyholder at the Meeting.

If you are a non-registered shareholder of the Company and received these materials either from the Company or through your broker or another intermediary, please complete and return the VIF in accordance with the specific instructions, and by the deadline specified, in the VIF. Please ensure you carefully follow the instructions set out in the VIF, including those specifying where and when the VIF is to be returned.

Only holders of common shares of the Company of record at the close of business on April 21, 2017 will be entitled to vote at the Meeting.

DATED at Quesnel, British Columbia, this 21<sup>st</sup> day of April, 2017.

**BY ORDER OF THE BOARD OF DIRECTORS**

*“Peter Bernier”*

**Peter Bernier,**  
**President & CEO**