

PROSPER GOLD CORP.
Suite 3500 – 1055 Dunsmuir Street
Vancouver, British Columbia V7X 1H3

NOTICE OF ANNUAL GENERAL MEETING
(“Notice”)

TAKE NOTICE that the **ANNUAL GENERAL MEETING** (the **“Meeting”**) of the shareholders of **PROSPER GOLD CORP.** (hereinafter, the **“Company”**) will be held at 5849 Dale Avenue, Summerland, British Columbia, on the 10th day of May, 2021 at the hour of 10:00 am. (Vancouver time) for the following purposes:

1. to receive the audited financial statements of the Company for the year ended October 31, 2020;
2. 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;
3. to consider and, if thought appropriate, to approve an ordinary resolution, by disinterested shareholder vote, approving the Company’s amended and restated stock option plan, as more particularly described in the accompanying information circular (the **“Information Circular”**);
4. to consider and, if thought appropriate, to approve an ordinary resolution, by disinterested shareholder vote, approving the Company’s restricted share unit plan, as more particularly described in the 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, 8th 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.

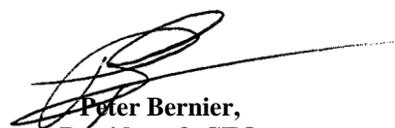
The enclosed Proxy appoints nominees of management as proxyholder and you may amend the Proxy, if you wish, by inserting in the space provided the name of the person you wish to represent you as proxyholder at the Meeting.

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 March 30th, 2021 will be entitled to vote at the Meeting.

DATED at Vancouver, British Columbia, this 7th day of April, 2021.

BY ORDER OF THE BOARD OF DIRECTORS


Peter Bernier,
President & CEO