



## NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that the Annual General and Special Meeting of the shareholders (the "**Meeting**") of Prospera Energy Inc. (the "**Corporation**") will be held on Thursday, the 29th day of June, 2023 at 11:00 p.m. (MST) for the following purposes:

- 1 To receive and consider the audited financial statements of the Corporation for the year ended December 31, 2022 together with the report of the auditors thereon.
- 2 To fix the number of directors of the Corporation to be elected at the Meeting at five (5);
- 3 To elect the board directors of the Corporation to serve until the next annual meeting of the shareholders or until their successors are duly elected or appointed
- 4 To appoint auditors of the Corporation for the ensuing year and to authorize the Board of Directors to determine the remuneration to be paid to the auditor.
- 5 To consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution, approving the 2023 stock option plan of the Corporation, as more particularly set forth in the accompanying Management Information Circular; and
- 6 To transact such other business as may properly come before the Meeting or any adjournment or adjournments thereof.

The specific details of the matters proposed to be put before the Meeting are set forth in the Information Circular which accompanies and forms part of this Notice.

Only shareholders of record at the close of business on May 19, 2023 (the "**Record Date**") are entitled to notice of and to attend the meeting or any adjournment or adjournments thereof and to vote thereat unless after the Record Date a holder of record transfers his or her Common Shares and the transferee, upon producing properly endorsed certificates evidencing such shares or otherwise establishing that he or she owns such shares, requests, not later than ten (10) days before the meeting, that the transferee's name be included in the list of shareholders entitled to vote, in which case such transferee shall be entitled to vote such shares at the meeting.

**Shareholders may vote in person at the meeting or any adjournment or adjournments thereof, or they may appoint another person (who need not be a shareholder) as their proxy to attend and vote in their place. Shareholders unable to be present at the meeting are requested to date and sign the enclosed form of proxy and return it to the Corporation, c/o Computershare Trust Company of Canada, 8<sup>th</sup> Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1 (Attention: Proxy Department). In order to be valid, proxies must be received by Computershare Trust Company, not less than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) before the time of the meeting or any adjournment thereof.**

Dated at Calgary, Alberta this 26th day of May, 2023.

By order of the Board of Directors

(Signed) "Samuel David"  
Director, President and Chief Executive Officer