

PROMINEX RESOURCE CORP.

1001, 1010 Howe Street

Vancouver, BC V6Z 1P5

Phone – 604.566.1094

**NOTICE OF ANNUAL GENERAL and SPECIAL MEETING
TO BE HELD ON July 6th, 2012**

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the "Meeting") of the shareholders of Prominex Resource Corp. (the "Company"), will be held in at Meeting Room A – 2nd Floor, 1010 Howe Street, Vancouver, BC on Friday July 6th, 2012 at 10:00 AM PST.

1. To set the number of directors at five (5) and;
2. To appoint the auditor for the ensuing year and;
3. To elect Directors for the Company for the ensuing year or until their successors have been duly elected or appointed;
4. To approve the Company Rolling Stock Option Plan;
5. To transact any other business that may properly come before the Meeting and any adjournment or postponement thereof.

An Information Circular and a form of Proxy accompany this Notice. The Information Circular provides additional information relating to the matters to be dealt with at the Meeting and forms part of this Notice.

Registered shareholders are entitled to vote at the Meeting in person or by proxy. Registered shareholders who are unable to attend the Meeting, or any adjournment or postponement thereof, in person, are requested to read, complete, sign and return the form of Proxy accompanying this Notice in accordance with the instructions set out in the form of Proxy and in the Information Circular accompanying this Notice. Unregistered shareholders who received the form of Proxy accompanying this Notice through an intermediary must deliver the Proxy in accordance with the instructions given by such intermediary.

DATED at Vancouver, BC, on June 6, 2012

BY ORDER OF THE BOARD

"Gordon Barron"

Gordon Barron

President