

PROMINEX RESOURCE CORP.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the annual general and special meeting (the “**Meeting**”) of shareholders (the “**Shareholders**”) of Prominex Resource Corp. (the “**Company**”) will be held on April 27, 2020 at 11:00 am (Toronto time). Shareholders may attend the Meeting (i) in person (or by a duly appointed proxy) at 1 Adelaide St. East, 8th Floor, Suite 801, Toronto, Ontario M5C 2V9, or (ii) by telephone, by calling 1 800-974-5902 (toll-free) or 416-874-8100 (local) and entering Conference ID No. 5640789 to join the Meeting by telephone. The Meeting will be held for the following purposes:

1. to receive the audited financial statements of the Company for the fiscal years ended April 30, 2018 and April 30, 2019, and the report of the auditor thereon;
2. to fix the number of directors, within the minimum and maximum number, at six (6);
3. to elect directors of the Company for the ensuing year;
4. to re-appoint Clearhouse LLP, Chartered Professional Accountants as auditor of the Company for the ensuing year and to authorize the board of directors of the Company (the “**Board**”) to fix the auditor’s remuneration;
5. to consider and, if deemed appropriate, pass, with or without variation, a special resolution to adopt new Articles for the Company, as more particularly set forth in the accompanying management information circular dated March 25, 2020 (the “**Management Information Circular**”); and
6. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The specific details of the foregoing matters to be put before the Meeting, as well as further information with respect to voting by proxy, are set forth in the Management Information Circular.

Shareholders who are unable to attend the Meeting in person and who wish to ensure that their common shares will be voted at the Meeting must complete, date and execute the enclosed form of proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of proxy and in the Management Information Circular.

Unregistered shareholders who plan to attend the Meeting must follow the instructions set out in the voting instruction form and in the Management Information Circular to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account, you are not a registered shareholder.

If you require assistance with voting your common shares, please contact your financial, legal, tax or other professional advisors.

DATED at Toronto, Ontario, March 25, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ “Michael Lerner”

**Michael Lerner
Chief Executive Officer, Chief Financial Officer and Director**