

**PROMINEX RESOURCE CORP.**

**833 Seymour Street  
Suite 3606  
Vancouver, BC V6B 0G4**

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON  
JULY 23, 2021**

**TAKE NOTICE** that the annual and special meeting (the “**Meeting**”) of holders (“**Shareholders**”) of common shares (the “**Common Shares**”) in the capital of Prominex Resources Corp. (the “**Corporation**”) will be held at the office of the Corporation at 833 Seymour Street, Suite 3606, Vancouver, British Columbia V6B 0G4 and broadcast via videoconference at <https://zoom.us/j/96956731700?pwd=RGxDNHZaOEliMjBsLzIySTAzNExnQT09> on July 23, 2021 at 10 A.M. (Vancouver time), as it may be postponed or adjourned.

Accompanying this Notice are materials delivered in connection with the Meeting including:

- the management information circular of the Corporation, dated June 29, 2021 (the “**Circular**”); and
- a form of proxy.

The Corporation has entered into a letter of intent dated April 14, 2021 (the “**Letter of Intent**”) with Green Scientific Labs, LLC (“**GSL**”) in respect of a proposed reverse take-over with GSL (the “**Transaction**”). Certain matters to be considered at the Meeting are or are expected to be necessary in order to prepare the Corporation to complete the Transaction. All references herein to the “**Resulting Issuer**” refer to the Corporation after completion of the Transaction.

The Meeting will be for the following purposes:

1. to receive the audited consolidated financial statements for the Corporation as at and for the financial year ended April 30, 2020, and the auditor’s report thereon;
2. to fix the number of directors of the Corporation to be elected at the Meeting as more particularly described in the Circular;
3. to fix the number of directors of the Resulting Issuer to be elected at the Meeting as more particularly described in the Circular;
4. to amend the Notice of Articles of the Corporation to allow for the adoption of multiple share classes;
5. to elect the directors of the Corporation that will hold office until the earlier of the next general meeting of the Corporation and the completion of the Transaction, as more particularly described in the Circular;
6. to elect the directors of the Resulting Issuer following the completion of the Transaction, as more particularly described in the Circular;
7. to confirm, ratify and approve the appointment of Clearhouse LLP as the auditor of the Corporation for the financial year of the Corporation ended April 30, 2020, and the fixing by the directors of the Corporation of remuneration of such auditor for the applicable periods;
8. to appoint Clearhouse LLP as the auditor of the Corporation until the earlier of the close of the next annual meeting of shareholders of the Corporation, their resignation or replacement, or the completion of the Transaction, and to authorize the directors of the Corporation to fix remuneration of such auditor;
9. to appoint SRCO Professional Corporation as the auditor of the Resulting Issuer from the completion of the Transaction until the earlier of the close of the next annual meeting of shareholders of the Corporation or their resignation or replacement, and to authorize the directors of the Corporation to fix the remuneration of such auditor;
10. to consider and, if deemed appropriate, to pass, with or without variation, a special resolution authorizing the amendment of the articles of the Corporation to effect the change of the Corporation’s name to “Green Scientific Labs Holdings Inc.,” or such other name as the board of directors of GSL, in its sole discretion, deems appropriate or as may be required or permitted by applicable regulatory authorities;

11. to consider and, if deemed appropriate, to pass, with or without variation, a special resolution authorizing and approving the consolidation of the outstanding Common Shares of the Corporation on the basis of a consolidation ratio within the range of: (a) 100 pre-consolidation Common Shares for every one post-consolidation Common Share; and (b) 200 pre-consolidation Common Shares for every one post-consolidation Common Share;
12. to consider, and, if deemed advisable, to pass, with or without variation, an ordinary resolution approving the Resulting Issuer's long term incentive plan;
13. to consider, and, if deemed advisable, to pass, with or without variation, an ordinary resolution approving the Resulting Issuer's stock option plan; and
14. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The details of all matters proposed to be put before the Shareholders at the Meeting are set forth in the Circular accompanying this Notice of Annual and Special Meeting. If you are a Shareholder of record of the Corporation at the close of business on June 18, 2021, you are entitled to receive notice of, participate in, and vote at the Meeting. We encourage you to vote your Common Shares and participate in the Meeting.

**Due to the ongoing concerns related to the spread of the coronavirus (COVID-19) and in order to protect the health and safety of Shareholders, employees, other stakeholders and the community, Shareholders are strongly encouraged to vote on the matters before the Meeting by submitting their completed form of proxy (or voting instruction form) prior to the Meeting by one of the means described in the Circular.**

**We ask that Shareholders also review and follow the instructions of any health authorities of Canada, the Province of British Columbia, the City of Vancouver and any other place you must travel through to attend the Meeting. Please do not attend the Meeting in person if you are experiencing any cold or flu-like symptoms, or if you or someone with whom you have been in close contact has travelled to or from outside of Canada within the 14 days immediately prior to the Meeting or any adjournment thereof. All Shareholders are strongly encouraged to vote by submitting their completed form of proxy (or voting instruction form) prior to the Meeting by one of the means described in the Circular.**

**The Corporation reserves the right to take any additional precautionary measures deemed to be appropriate, necessary or advisable in relation to the Meeting in response to further developments in the COVID-19 pandemic and in order to ensure compliance with federal, provincial and local laws and orders including, without limitation: (i) holding the Meeting virtually or by providing a webcast of the Meeting; (ii) hosting the Meeting solely by means of remote communication; (iii) changing the Meeting date and/or changing the means of holding the Meeting; (iv) denying access to persons who exhibit cold or flu-like symptoms, or who have, or have been in close contact with someone who has, travelled to or from outside of Canada within the 14 days immediately prior to the Meeting or any adjournment thereof; and (v) such other measures as may be recommended by public health authorities in connection with gatherings of persons such as the Meeting. Should any such changes to the Meeting format occur, the Corporation will announce any and all of these changes by way of news release, which will be filed under the Corporation's profile on SEDAR at [www.sedar.com](http://www.sedar.com). We strongly recommend that you review the Corporation's profile on SEDAR at [www.sedar.com](http://www.sedar.com) prior to the Meeting for the most current information. In the event of any changes to the Meeting format due to the COVID-19 pandemic, the Corporation will not prepare or mail amended materials in respect of the Meeting.**

The Board has approved the contents of the Circular. Please review the Circular, as it contains important information about the Meeting, the items of business, and explains who can vote and how to vote.

**DATED** June 29, 2021.

**BY ORDER OF THE BOARD**

*"Binyomin Posen"*

Binyomin Posen

Chief Executive Officer and Director

Prominex Resource Corp.