

PROPHECY POTASH CORP.
SUITE 1500, 1055 WEST GEORGIA STREET,
VANCOUVER, BC V6E 4N7

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of the shareholders of Prophecy Potash Corp. (the “**Company**”) will be held virtually at the offices of Armstrong Simpson, located at Suite 2080-777 Hornby Street, Vancouver, British Columbia on Monday, May 25, 2020 at 11:00 am. At the Meeting, the shareholders will receive the financial statements for the year ended September 30, 2019, together with the auditor’s report thereon, and consider resolutions to:

1. elect directors for the ensuing year;
2. appoint DeVisser Gray LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and authorize the directors to determine the remuneration to be paid;
3. ratify the Company’s stock option plan; and
4. transact such other business as may properly be put before the Meeting.

All shareholders are entitled to attend and vote at the Meeting in virtually in person or by proxy. The Board of Directors (the “**Board**”) requests that all shareholders who will not be attending the Meeting read, date, and sign the accompanying proxy and deliver it to Computershare Investor Services Inc. (“**Computershare**”). If a shareholder does not deliver a proxy to Computershare, Attention: Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1 by 10:00 a.m. (Vancouver, British Columbia time) on Thursday, May 21, 2020 (or before 48 hours, excluding Saturdays, Sundays and holidays before any adjournment of the meeting at which the proxy is to be used) then the shareholder will not be entitled to vote at the Meeting by proxy. Only shareholders of record at the close of business on April 20, 2020 will be entitled to vote at the Meeting.

Shareholders will have two options to access the Meeting, being via teleconference or through the Zoom application, which requires internet connectivity. Registered shareholders wishing to vote in person and any shareholders wishing to view materials that may be presented by the Company’s management will need to utilize the Zoom application but any shareholder may listen to the Meeting via teleconference. Registered shareholders participating via teleconference will not be able to vote in person at the Meeting as the Company’s scrutineer must take steps to verify the identity of registered shareholders using the video features.

In order to dial into the Meeting, shareholders will phone 1 778-907-2071 and enter the Meeting ID and Password noted below.

In order to access the Meeting through Zoom, shareholders will need to download the application onto their computer or smartphone and then once the application is loaded, enter the Meeting ID and Password below or open the following link <https://us02web.zoom.us/j/81810516278?pwd=Z3pHZWwyZFE0Z1NOYmM4MUhlNi94Zz09> . Shareholders will have the option through the application to join the video and audio or simply view and listen.

Meeting ID: 818 1051 6278

Password: 006868

An information circular and a form of proxy accompany this notice.

DATED at Vancouver, British Columbia, the 20th day of April, 2020.

ON BEHALF OF THE BOARD

(signed) "*Ian McDonald*"

Ian McDonald
President