

PROPHECY POTASH CORP.

1055 West Georgia Street, Suite 1500
Vancouver, BC V6E 4N7

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

Notice is hereby given that the Special Meeting (the “**Meeting**”) of the shareholders of **Prophecy Potash Corp.** (the “**Company**”) will be held on **Tuesday, December 15, 2020** at 400-725 Granville Street, Vancouver, British Columbia, V5L 2Z1, at **10:00 a.m. (Pacific Time)** for the following purposes:

1. To approve, by ordinary resolution of the shareholders of the Company, the consolidation of all the issued and outstanding common shares of the Company on the basis of one (1) post-consolidation common share for up to 5 pre-consolidation common shares, or such lesser whole number of pre-consolidation common shares that the directors in their discretion may determine, subject to the approval of applicable regulatory authorities (the “**Consolidation**”), and further authorizing the directors in their sole discretion when and if to effect the Consolidation, in each case without requirement for further approval, ratification or confirmation by shareholders, as more particularly described in the accompanying Information Circular;
2. To consider and, if thought advisable, to pass, with or without amendment, an ordinary resolution to adopt new Articles for the Company, as more particularly described in the accompanying Information Circular; and
3. To transact such further and other business as may be properly brought before the Meeting and any adjournment thereof.

Accompanying this Notice of Meeting is an Information Circular, instrument of proxy (the “**Proxy**”) and voting instruction form. The Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. Registered shareholders, who are unable to attend the meeting, are requested to read the notes included in the enclosed Proxy and then to complete, date, sign and mail or fax the Proxy, or to complete and submit the Proxy on the internet, in accordance with the instructions set out in the Proxy and in the Information Circular accompanying this Notice.

Due to the COVID-19 pandemic and given the restrictions on public gatherings and in the best interest of the health of all participants in the Company’s Meeting, the Company respectfully asks that shareholders do not attend the Meeting in person. The Company requests that shareholders, who wish to participate by listening to the Meeting, contact the Company by December 11, 2020 at prophecypotash@gmail.com. to be included in the teleconference for the Meeting. The Company will arrange for teleconference participation for all shareholders who have requested it by December 11, 2020. However, the Company strongly recommends that shareholders vote by Proxy or by a request for voting instructions in advance to ease the voting tabulation at the Meeting. If public health guidelines regarding physical distancing in British Columbia have changed by the meeting date of December 15, 2020, the Company may issue a news release advising of permitted Meeting attendance in accordance with such updated guidelines.

The Company’s management is soliciting the enclosed Proxy but, as set out in the notes thereto, you may amend the Proxy if you wish by striking out the names listed and inserting in the space provided the name of the person you want to represent you at the Meeting. Only holders of common shares of record at the close of business on November 16, 2020 will be entitled to vote at the Meeting.

DATED at Vancouver, British Columbia, this 16th day of November, 2020.

BY ORDER OF THE BOARD

“Darryl Jones”
Darryl Jones
Director