

PROSPECT RIDGE RESOURCES CORP.

Suite 488 – 1090 West Georgia Street
Vancouver, BC V6E 3V7

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of **PROSPECT RIDGE RESOURCES CORP.** (the "**Company**") will be held at Suite 1120 – 625 Howe Street, Vancouver, British Columbia, on Thursday, December 14, 2023, at 11:00 a.m. (Pacific time), for the following purposes:

1. To receive and consider the Audited Financial Statements of the Company for the financial year ending August 31, 2022, together with the Auditors' Report thereon, and to receive and consider the Company's Report to Shareholders.
2. To fix the number of Directors for the ensuing year at six (6).
3. To elect Directors to hold office until the next annual general meeting of the Company.
4. To re-appoint Davidson & Company LLP, Chartered Professional Accountants, as auditors of the Company to hold office until the next annual general meeting of the Company at a remuneration to be fixed by the Directors.
5. To approve the Company's Stock Option Plan and ratifying all acts taken and other matters in connection therewith, as more particularly set out in the accompanying Information Circular.
6. To transact such other business as may properly be transacted at such meeting or at any adjournment thereof.

Additional information is contained in the accompanying Information Circular, which forms part of this Notice. If you are unable to attend the Meeting in person, you may still vote on the above items by submitting a proxy. A form of proxy (the "**Proxy**") has been provided in this package. Please refer to the Notes to the Proxy for instructions on completing the Proxy. To be effective, a proxy must be completed, dated, signed, and returned within the time limits and in accordance with the instructions set out in the Notes.

As stated in the Notes to the Proxy, the Proxy is solicited by or on behalf of management of the Company, and the persons named as proxyholder are Directors and/or Officers of the Company, or nominees selected by management. You may appoint another to represent you at the Meeting by striking out the names of the persons therein and inserting, in the space provided, the name of the person you wish to represent you at the Meeting.

DATED at Vancouver, British Columbia, this 3rd day of November, 2023.

"Michael Iverson"

Michael Iverson
Chief Executive Officer and a Director