

## PROSPERO SILVER CORP.

### NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the “**Meeting**”) of Shareholders of Prospero Silver Corp. (the “**Company**”) will be held at the offices of Norton Rose Fulbright Canada LLP, 1800 – 510 West Georgia Street, Vancouver, British Columbia, on Wednesday, December 16, 2020 at 10:00 a.m. (Pacific time), for the following purposes:

1. to receive the financial statements of the Company for the fiscal year ended December 31, 2019, together with the report of the auditors thereon;
2. to appoint auditors for the Company for the ensuing year;
3. to set the number of directors at three (3);
4. to elect directors;
5. to appoint Davidson & Company LLP, Chartered Professional Accountants, as auditors of the Company for the ensuing year and to authorize the Board of Directors to fix the remuneration;
6. to consider and, if deemed fit, approve continuance of the Company’s Share Option Plan;
7. to consider, and if deemed appropriate, approve a special resolution to consolidate the issued and outstanding common shares of the Company on the basis of three (3) pre-Consolidation shares for every one (1) post-Consolidation share, or a ratio that is less at the discretion of the Board and to authorize the Board of Directors to determine when and if to effect such Consolidation, as more particularly described in the accompanying Information Circular;
8. to transact such further or other business as may properly come before the meeting or any adjournment or adjournments thereof.

The directors have fixed November 10, 2020 as the record date for determination of the shareholders entitled to receive this Notice.

Registered shareholders who are unable to attend the meeting are requested to read the notes included in the form of Proxy enclosed and then to complete, date, sign and mail the enclosed form of Proxy, or to complete the Proxy by telephone or the internet, in accordance with the instructions set out in the Proxy and in the Information Circular accompanying this Notice.

DATED at Vancouver, British Columbia this 10<sup>th</sup> day of November, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

*“William Murray”*

William Murray  
Chairman and Chief Executive Officer

### CAUTION Concerning COVID-19 Pandemic

As of the date of this Notice and the accompanying Information Circular it is the intention of the Company to hold the Meeting at the location stated above in this Notice. **In addition, in order to mitigate potential risks to the health and safety of its shareholder, employees, communities and other stakeholders, the Company is strongly encouraging shareholders and others not to attend in person.**

Shareholders who do wish to attend the Meeting in person, please contact Rosina Lal at 604-641-4942 or Rosina.Lal@nortonrosefulbright.com. You will be required to sign and submit a screening form 48 hours in advance of the Meeting. Shareholders should carefully consider and follow the instructions of the federal Public Health Agency of Canada.

In addition, we urge our shareholders to review and follow the instructions of any regional health authorities of the Province of British Columbia, including the Vancouver Coastal Health Authority, the Fraser Health Authority and any other health authority holding jurisdiction over the areas you must travel through to attend the Meeting.

These recommendations are made based on the advisories of Canadian public health authorities and intended to reduce potential risks associated with larger gatherings and travel, associated with the COVID-19 pandemic (“**COVID-19**”).

In any event, 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/from outside of Canada within the 14 days immediately prior to the Meeting. 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 on pages 1 to 3 of the Information Circular accompanying this Notice.

The Company reserves the right to take any additional pre-cautionary measures deemed to be appropriate, necessary or advisable in relation to the Meeting in response to further developments in the COVID-19 outbreak, including:

- changing the Meeting date and/or changing the means of holding the Meeting;
- 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/from outside of Canada within the 14 days immediately prior to the Meeting; and
- 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 Company will announce any and all of these changes by way of news release, which will be filed under the Company’s profile on SEDAR ([www.sedar.com](http://www.sedar.com)) as well as on our Company website at <http://www.prosperosilver.com>. We strongly recommend you check SEDAR and the Company’s website prior to the Meeting for the most current information. In the event of any changes to the Meeting format due to the COVID-19, the Company will not prepare or mail amended Meeting proxy materials.

**If you are a non-registered shareholder of the Company and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or by the other intermediary. Failure to do so may result in your shares not being eligible to be voted by proxy at the meeting.**