



March 26, 2020

RE: Meeting of the shareholders of Prosper Gold Corp. to be held on May 22, 2020 (the “Meeting”)

I Peter Bernier, the President & CEO of Prosper Gold Corp. hereby certify that:

- (a) arrangements have been made to have proxy related materials for the Meeting sent in compliance with National Instrument 54-101 (the “Instrument”), to all beneficial owners at least 21 days before the date fixed for the Meeting;
- (b) arrangements have been made to carry out all of the requirements of the Instrument in addition to those described in subparagraph (a) and
- (c) Prosper Gold Corp. is relying on section 2.20 of the Instrument to abridge the time prescribed in subsection 2.5(1) of the Instrument.



Peter Bernier – President & CEO