



<b>B #:</b>	<b>0854-13</b>
<b>Date:</b>	May 23, 2013
<b>To:</b>	All Participants
<b>Category:</b>	Dividends
<b>From:</b>	Supervisor, Stock Dividend Department
<b>Attention:</b>	Dividend Managers, Cashiers, and Reorganization Managers
<b>Subject:</b>	Rights Offering: Prospect Global Resources Inc. CUSIP: 74348X103 Rights Contra CUSIP: 74348X996 Record Date: 05/16/2013 Rate: .751 Right for each common share held Expiration Date & Time: June 06, 2013 5:00 p.m. EST

\*\*\*\*\*WARNING TIME CRITICAL\*\*\*\*\*

**Rights were allocated today 05/23/2013**

Prospect Global Resources Inc. is issuing non-transferable Rights to its stockholders of common stock as of the close of business on 05/16/2013, the record date. Each Right entitles the holder thereof to subscribe for and purchase one unit at a subscription price of \$ 0.22 per unit.

The Rights expire on June 06, 2013 at 5:00 p.m. EST.

**IT IS IMPORTANT THAT PARTICIPANTS REFER TO THE DTC REORGANIZATION INQUIRY FOR PARTICIPANTS (RIPS), FUNCTION CODE 59, FOR INFORMATION REGARDING THE SUBSCRIPTION PRIVILEGE AND ANY EXTENSIONS TO THE EXPIRATION DATE**

**THE DIVIDEND POSITION AND ALLOCATION HISTORY (DPAL) OPTION, ACCESSED VIA THE PTS DIVIDEND ANNOUNCEMENTS INQUIRY FUNCTION (DIVA), SHOULD BE USED TO CONFIRM YOUR RECORD DATE POSITION HISTORY.**

If participants have any questions regarding this Important Notice, they may contact DTC’s Customer Help Center at (888) 382-2721.

Participants who have questions regarding this Rights Offering may contact the subscription agent Corporate Stock Transfer Company at (303) 282-4800 or Gregory Dangler, the interim chief financial officer at 303-990-8444. Banks and brokerage firms please call 303-282-4800.

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