



June 6, 2016

Dear Pershing Resources Company Shareholder,

You are receiving this notification and proxy card on behalf of Pershing Resources Company, Inc. It is intended to provide an update on the Company's recent advances and future plans and to seek your ratification, approval and/or authorization of certain business activities that have either taken place or are proposed. The Company's Board of Directors are recommending that shareholders vote in favor of the **eight** proposals set forth below, which are aimed at advancing the Company toward its stated goals of positive cash flow and moving forward its asset base. The Board believes that these **eight** proposals are key strategic business initiatives that will provide management with a guide to follow and the ability to act prudently and decisively as opportunities for expansion are presented to the Company. The Board also believes that by establishing a long term framework and broadly defined business plan as reflected in the measures presented below, shareholders will be better informed and will have more insight into the Company's direction and progress toward its goals. Shareholders are asked to vote on all **eight** proposals in a timely manner so that key deadlines for filings and disclosures related to our corporate funding initiative can be met. The Company and its Board of Directors welcomes your feedback and appreciates your voice as we chart a course toward a bright future.

Kind Regards,

A handwritten signature in black ink that reads "Stephen D. Plumb". The signature is written in a cursive, flowing style.

Stephen D. Plumb, Chairman  
President and Treasurer  
Pershing Resources Company, Inc.

The Company is seeking shareholder ratification, approval and/or authorization of the following **eight** proposals:

1. **Proposal One**, ratification of all actions taken on behalf of the Company by the Company's Board of Directors and Executive Officers from 2004 to 2014, as well as ratification of the use of certain promissory notes backed by and convertible into restricted shares of the Company's common stock in the aggregate amount of \$ 241,188, to pay for Company expenses to date.
2. **Proposal Two**, ratification of the purchase of Simple Recovery, Inc., which includes the New Enterprise & Gold Lake properties, for 2.4 million restricted shares of the Company's common stock, and the purchase of the Development Facility in Kingman, Arizona for 2.0 million restricted shares of the Company's common stock.
3. **Proposal Three**, ratification of the execution and delivery of that certain Securities Purchase Agreement between the Company and Blackbridge Capital, LLC for the proposed acquisition by Blackbridge of up to \$1,000,000 in shares of the Company's common stock with a maximum equity stake of 9.9% of the Company's issued and outstanding shares of common stock. The proposed acquisition is subject to (i) the Company filing a Form 1-A Regulation A Offering Statement with the Securities and Exchange Commission (SEC), (ii) the qualification of such Regulation A Offering Statement by the SEC, and (iii) the satisfaction of customary conditions of the issuance and sale of such shares, including the final pricing thereof.
4. **Proposal Four**, authorization for the Company to prepare a filing seeking SEC Qualification of a Form 1-A Regulation A Offering Statement for up to \$5,000,000 in shares of the Company's common stock to be raised on a best efforts basis in the first 12 months following receipt of such SEC Qualification. The proceeds of such offering will be used for the purposes of expansion of the Company's business activities and the acquisition of additional mining properties, mineral rights, easements, additional lode, placer, tunnel and mill claims on currently held properties and any properties yet to be acquired in the US or Canada over the next five (5) years.
5. **Proposal Five**, authorization for the Company to acquire or enter into joint ventures on up to 15 additional mining properties in the US or Canada through merger or outright purchase for cash and/or restricted shares of the Company's capital stock over the next five (5) years.
6. **Proposal Six**, authorization to engage an independent accountant/accounting firm to review the Company's current financial statements and books and records and prepare audited financial statements for eventual submission to the SEC.
7. **Proposal Seven**, authorization to undertake expenses and prepare the necessary filings to increase the Company's OTC listing status to OTC-QB and/or OTC-QX in the next three (3) years.



*Precious Metals Mining & Recovery*

8. **Proposal Eight**, authorization and approval of an amendment to the Company's Certificate of Incorporation to increase the number of authorized shares of the Company's common stock from 250 million shares to 500 million shares, with a par value of \$0.0001 per share.

