

PRIME MERIDIAN RESOURCES CORP.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the Annual and Special Meeting of the shareholders of **Prime Meridian Resources Corp.** (“PMR” or the “Company”) will be held at on **Thursday August 23, 2018 at 10:00 a.m.** (local time) at the Company’s offices at **1500 – 1040 West Georgia Street, Vancouver, BC** for the following purposes:

1. To receive the report of the directors;
2. To receive and consider the audited financial statements of PMR for the fiscal years ended December 31, 2013, December 31, 2014, December 31, 2015, December 31, 2016 and December 31, 2017 , including the accompanying notes and the auditor’s report, and the annual Management Discussion and Analysis;
3. To fix the number of directors at 4.
4. To elect directors for the ensuing year.
5. To appoint an auditor for PMR to hold office until the close of the next Annual General Meeting;
6. To authorize the directors to fix the remuneration to be paid to the auditor of PMR;
7. To approve an increase in the maximum number of stock options issuable under the Stock Option Plan from 2,495,085 to 4,295,084.

INSIDERS TO WHOM SHARES MAY BE ISSUED UNDER THE AMENDED PLAN, AND THEIR RESPECTIVE ASSOCIATES AND AFFILIATES, WILL ABSTAIN FROM VOTING ON THE FOREGOING RESOLUTION. THE APPROVAL OF A MAJORITY OF DISINTERESTED SHAREHOLDERS OF THE COMPANY IS THEREFORE SOUGHT.

8. To continue the Company into British Columbia.
9. To transact such other business as may properly come before the meeting or any adjournment or adjournments thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. Copies of any documents to be considered, approved, ratified and adopted or authorized at the Meeting will be available for inspection at the registered and records office of the Company at 1500 – 1040 West Georgia Street, Vancouver, BC, during normal business hours up to **August 23, 2018** being the date of the Meeting, and at the Meeting.

The directors of the Company have fixed the close of business on July 17, 2018 as the record date for determining holders of common shares who are entitled to vote at the Meeting.

A shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his stead. If you are unable to attend the Meeting in person, please complete, sign and date the enclosed Form of Proxy and return the same in the enclosed return envelope provided for that purpose within the time and to the location in accordance with the instructions set out in the Form of Proxy and Information Circular accompanying this Notice.

Please advise the Company of any change in your address.

DATED at Vancouver, BC this 20th day of July, 2018.

BY ORDER OF THE BOARD
Prime Meridian Resources Corp.

“Brian Leeners”

Brian Leeners, President & CEO