

51-102F3 Material Change Report [F]

Item 1 Name and Address of Company

Prime Meridian Resources Corp.
1400 – 1040 West Georgia Street
Vancouver, BC V6E 4H1

Item 2 Date of Material Change

September 5, 2019

Item 3 News Release

The news release dated September 5, 2019 was disseminated through Canada Stockwatch and Market News under section 7.1 of National Instrument 51-102.

Item 4 Summary of Material Change

Please refer to attached news releases.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please refer to attached news releases.

5.2 Disclosure for Restructuring Transactions

N/A

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

N/A

Item 7 Omitted Information

N/A

Item 8 Executive Officer

Brian Leeners, CEO, Prime Meridian Resources Corp.

Item 9 Date of Report

September 5, 2019

**PRIME MERIDAIN OPTIONS THE CAMPING LAKE AND BRUCE LAKE PROJECTS
IN THE RED LAKE DISTRICT OF ONTARIO**

Vancouver, B.C.: Prime Meridian Resources Corp. (“PMR” or the “Company”) (TSX-V: PMR) announces that the Company has executed a binding letter of Intent (“LOI”) for the right to acquire mineral claims in the Red Lake District of Ontario. The two sets of claims, known as the Bruce Lake and Camping Lake Projects were staked by 1544230 Ontario Inc., a company controlled by Perry English, the same prospector who vended the Dixie and Packwash projects in the Red Lake District to Great Bear Resources Ltd (TSX-V: GBR).

The Bruce Lake Project comprises 4,250 acres and is located south east of the Dixie Project of Great Bear Resources and the Camping Lake Project comprises 6,250 acres and ties directly on to the south east of the Packwash Project of Great Bear Resources.

Brian Leeners, CEO of PMR, commented, "The Red Lake gold district in Ontario is host to some of the richest gold deposits in the world and, as evidenced by the recent high-grade discovery of Great Bear Resources, the region remains a major gold exploration opportunity."

The Company has the right to acquire a 100% interest in the Bruce Lake and Camping Lake Projects by paying \$106,500 and issuing 400,000 common shares over 5 years, as per the following:

- \$13,500 cash payment to the Vendor on signing of the LOI (payment has been made);
- Issuance of 200,000 common shares to the Vendor on TSX-V acceptance of the Formal Agreement
- \$12,000 cash payment and issuance of 200,000 common shares to the Vendor on the 1st anniversary of the execution of the LOI
- \$16,000 cash payment to the Vendor on the 2nd anniversary of the execution of the LOI
- \$20,000 cash payment to the Vendor on the 3rd anniversary of the execution of the LOI
- \$25,000 cash payment to the Vendor on the 4th anniversary of the execution of the LOI
- The vendor will retain a 1.5% NSR on all mineral production, 0.75% of which can be purchased by PMR for \$500,000.
- The transaction and formal agreement are subject to acceptance by the TSX Venture Exchange.

The Company has received conditional approval from the TSX Venture Exchange for its non-brokered unit private placement at \$0.10, consisting of one common share and one common share purchase warrant, with each warrant entitling the holder to acquire one additional common share at a price of 30 cents per share for 12 months from closing, subject to the right of the company to accelerate the exercise of the warrants if the shares of the company trade at or above 50 cents for a period of 10 consecutive trading days. The Company has closed the first tranche of this private placement for gross proceeds of \$737,600 (see News Release of August 13, 2019).