

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

December 10, 2020

Item 3 News Release

The news release dated December 10, 2020 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

December 11, 2020

**PRIME MERIDIAN ANNOUNCES CLARIFICATIONS TO PREVIOUS FILINGS
AND CONFIRMATION OF PROPOSED FINANCING**

Vancouver, B.C.: Prime Meridian Resources Corp. (“PMR” or the “Company”) (TSX-V: PMR) announces that further to the Company’s news releases dated August 13, 2019 and October 7, 2019 and the TSX Venture Exchange bulletin dated August 16, 2019 the Company is providing the following clarifications:

- The Company did not issue the 300,000 units accepted for filing as disclosed in the TSX Venture Exchange Bulletin dated Aug 16, 2019 but intends on issuing the units as part of the private placement referred to below in the last paragraph of this news release; and
- The Company’s previously announced issuance of 7,376,600 units as part of the announced private placement for gross proceeds of \$737,660 has now been amended to 2,937,800 units for cash, 1,187,370 shares for services and 3,251,430 shares for debt.

The Company further announces that subject to approval from the TSX-V, the Company intends on proceeding with its previously announced non-brokered private placement financing of up to 10 million units at a price of 5 cents per unit to raise proceeds of up to \$1 million. Each unit will consist of one common share and a half warrant. With each full warrant entitling the holder to acquire one additional common share at a price of 15 cents per share for 12 months from closing. The warrants will be subject to the right of the company to accelerate the exercise of the warrants if the shares of the company trade at or above 25 cents for a period of 10 consecutive trading days. Finders Fees may apply to this private placement and all securities issued will be subject to a four-month hold period.

**On behalf of the Board of Directors of
Prime Meridian Resources Corp.**

"Brian Leeners"

**Brian Leeners, CEO & Director
604-893-8384**

The TSX Venture Exchange has in no way passed upon the merits of the proposed transaction and has neither approved or disapproved the contents of this press release.