

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 February 10, 2022** at **10:00 a.m.** (local time) at the Company’s offices at **2110 – 650 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, 2020, 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 5,810,404 to 14,150,445.

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 approve the creation of a control block as a result of the Company’s La Verde transaction.
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 2110 – 650 West Georgia Street, Vancouver, BC, during normal business hours up to **February 10, 2022** being the date of the Meeting, and at the Meeting.

The directors of the Company have fixed the close of business on January 4, 2022 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.

NOTE OF CAUTION CONCERNING THE COVID-19 OUTBREAK

To proactively deal with the unprecedented public health impact of the Coronavirus (COVID-19) and in order to mitigate potential risks to shareholders, and the Company's employees, communities, and other stakeholders, and based on government recommendations and mandates to avoid large gatherings, the Meeting will be held electronically by teleconference. Shareholders attending via teleconference will be afforded the opportunity to ask questions of management at the conclusion of the meeting.

To Participate or submit questions during the Meeting, please refer to the following dial-in instructions:

Canada/USA: 1.866.305.1460 Access Code: 7314865#
(a list of all international call-in numbers is included with this Circular)

SHAREHOLDERS WILL NOT BE ABLE TO ATTEND THE MEETING IN PERSON

DATED at Vancouver, BC this 12th day of January 2022.

BY ORDER OF THE BOARD
Prime Meridian Resources Corp.

"Brian Leeners"
Brian Leeners, President & CEO