

Prime Mining Corp.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of the holders of common shares (“**Shareholders**”) of Prime Mining Corp. (the “**Company**”) will be held at Suite 710, 1030 West Georgia Street, Vancouver, British Columbia, Canada on June 19th, 2024, at 2:00 p.m. (Pacific time) for the following purposes:

- (a) to receive the audited consolidated financial statements of the Company as at and for the year ended December 31, 2023, together with the report of the auditor thereon;
- (b) to re-appoint Davidson & Company LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and authorize the board of directors to fix the remuneration of the auditor;
- (c) to fix the number of the directors of the Company for the ensuing year at eight (8);
- (d) to elect directors to hold office for the ensuing year;
- (e) to consider and, if deemed appropriate, pass, with or without variation, a resolution to amend the Company’s articles;
- (f) to consider and, if deemed appropriate, pass, with or without variation, a resolution for the Company to adopt a majority voting policy; and
- (g) to consider and, if deemed appropriate, pass, with or without variation, a resolution approving the new omnibus incentive plan of the Company.

The specific details of the foregoing matters to be put before the Meeting, as well as further information with respect to voting by proxy, are set forth in the accompany management information circular (the “**Information Circular**”).

A shareholder who is unable to attend the Meeting in person and who wishes to ensure that such shareholder’s shares will be voted at the Meeting is requested to complete, date and sign the enclosed form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.

We strongly encourage Shareholders to vote their common shares prior to the Meeting by proxy, prior to the proxy cut-off at 2:00 p.m. on June 17, 2024.

As set out in the notes, the enclosed proxy is solicited by management but, you may amend it, if you so desire, by striking out the names listed therein and inserting in the space provided, the name of the person you wish to represent you at the Meeting.

DATED this 3rd day of May, 2024

By order of the Board of Directors

PRIME MINING CORP.

/s/ "Scott Hicks"

Scott Hicks
Director and Chief Executive Officer