

51-102F3 Material Change Report

Item 1 Name and Address of Company

Prime Meridian Resources Corp.
700, 1199 West Hastings Street
Vancouver, BC V6E 3T5

Item 2 Date of Material Change

May 21, 2014

Item 3 News Release

The news release dated May 21, 2014 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 release.

Item 5 Full Description of Material Change

Results of Annual & Special meeting Held October 23, 2013

5.1 Full Description of Material Change

Please refer to attached news release.

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

Item 9 Date of Report

May 29, 2014

May 21, 2014

News Release

TSX-V Symbol: PMR

New Director

Vancouver, B.C.: Prime Meridian Resources Corp. ("**Prime**" or the "**Company**") (TSX-V Symbol: PMR) is pleased to announce the appointment of Michael Dehn as an Independent Director of the Company. Mr. Dehn has over 20 years of experience in the mining industry. His expertise ranges from grassroots to advanced mineral exploration and development, with extensive experience in the marketing and financing of junior resource companies, as well as new exploration and mineral processing technologies. Upon obtaining a Bachelor of Science degree from the University of Waterloo in 1993, Mr. Dehn began his career in the sector working as an exploration geologist with Goldcorp Inc. where he later became the Senior Geologist. He is the past President, CEO and a Director of Argex Mining. Mr. Dehn has been an officer and a director of multiple publicly traded mining companies.

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

"Brian Leeners"

Brian Leeners, CEO & Director

For further information, please refer to our website www.primemeridianres.com or contact:

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Certain disclosures in this release, including management's assessment of Prime Meridian's plans and projects, constitute forward-looking statements that are subject to numerous risks, uncertainties and other factors relating to Prime Meridian's operation as a mineral exploration company that may cause future results to differ materially from those expressed or implied in such forward-looking statements. Readers are cautioned not to place undue reliance on forward-looking statements. Prime Meridian expressly disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events, or otherwise.

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