

51-102F3 Material Change Report

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 26, 2016

Item 3 News Release

The news release dated September 26, 2016 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

Please refer to attached news release.

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

September 28, 2016

CHANGE OF BUSINESS & FINANCING

Vancouver, B.C.: Prime Meridian Resources Corp. (“PMR” or the “Company”) (TSXV Symbol: PMR) is pleased to announce that the Company will be submitting an application to the TSX-Venture Exchange (the “Exchange”) for its change of business (the “**COB Transaction**”) to a Tier 2 Investment Issuer on the TSX Venture Exchange focused on the acquisition and financing of companies in the Agriculture and Agriculture Technology sectors.

In accordance with Exchange policy on COB Transactions the Company advises that there is no significant financial information available regarding the proposed transactions and there are no non-arm’s length parties involved in the proposed transactions, there are no significant conditions required to complete the COB Transaction other than completing the financing referred to below and the Company does not anticipate that a Sponsor will be required. The COB Transaction will require the approval of the holders of a majority of the company’s issued and outstanding common shares. The Company was formerly in the mineral exploration and development business. The Company has completed or will be working towards definitive agreements for each of the pending transactions listed below. The acquisitions are subject to due diligence and required third party consents. The COB Transaction is also subject to approval of the TSX-V.

The Company plans a minimum US\$7.5 million financing via a convertible facility to provide investment and working capital and to satisfy the minimum listing requirements of the TSX-V for a Tier 2 Investment Issuer. The Company will complete an interim loan (exchangeable to the above convertible facility) for up to US\$750,000 to provide financing for refundable down payments, investment banking work fees, due diligence expenditures and working capital for the interim period to the closing of the COB Transaction.

Board of Directors

Upon completion of the COB Transaction, the Company’s Board will consist of the following:

Roy Fine: Mr. Roy Fine is a founder and shareholder of the AFRIFRESH GROUP, which is one of South Africa’s largest integrated agricultural companies, with 12 farms spread throughout South Africa & Zimbabwe, and with marketing offices in Holland, China, Spain, Poland and Chile. Mr. Fine is currently the “Development Director” and looks at all new opportunities for the group both in SA and abroad and he is very involved in agricultural development in the country, and works closely with both the National & Provincial Governments. Mr. Fine’s knowledge and knowhow in the agricultural sector and business in general is significant, and his network in both South Africa and overseas is substantial. Mr. Fine sits on various community and communal committees such as the UHS and UJC and is President of the CTPJC.

Robert Scott: Mr. Robert Scott has 25 years of investment and strategic management experience in Sub-Saharan Africa (South Africa, Angola, Mozambique, Zimbabwe, DRC, CAR, Rwanda, Tanzania, Kenya, Nigeria, Niger, Malawi and Namibia). Mr. Scott concluded his first MBO with the management of Justine which subsequently sold to Avon Inc. This was followed with the promotion of a JSE listing in 1998 of Privest Group Ltd, where he remained for 5 years as group FD and MD of its largest subsidiary. Mr. Scott was the GM of Uramin in South Africa which was listed in April 2006 and subsequently sold to AREVA for US\$2.5 billion in 2007. Mr. Scott was the Country Manager for Southern Africa for Lonrho, managing investments in hotels, agriculture, shipping, consumer products, and construction amongst many other industries. This was followed by a term as the CEO of Sekoko (Pty) Ltd a South African focused coal explorer. Mr. Scott is now involved in a number of businesses as a director and/or investor and was integral to the listing of two companies on AIM, JSE and TSX and has served on a number of public and private company boards in the food manufacturing, mining, construction, retail and heavy industries. Mr. Scott is a Chartered Accountant having served articles at Deloitte and Touché.

Mark Bishop: Mr. Mark Bishop is a Managing Director at Aldwych Capital Partners of New York and is a veteran emerging markets investment banker focused on the resources sector and related verticals. He has demonstrated expertise in complex cross-border financings including those in “frontier” jurisdictions; Sector focus on agribusiness

(row and permanent crops including tropicals such as sugar, cocoa and palm, as well as basic row crops including soybeans, grains, cotton, etc.), transportation/logistics (ports/terminals, maritime), mining and upstream energy. He was formerly a Managing Director at INTL FCStone Securities, the corporate finance arm of INTL FCStone, a global commodity risk management and trading company. Mr. Bishop also was former Co-Founder of Provident Group, an emerging markets specialty investment bank. Vice-President/Business Unit Manager Salomon Brothers for US/Latin American Equities based in Buenos Aires with Salomon affiliate, responsible for oversight of joint ventures in the Southern Cone of Latin America. Mr. Bishop holds a BA from Brown University. He holds his Series 7, 63, 24 and 79 licenses.

Mary-Ann Parr: Ms. Mary-Ann Parr is a chartered accountant with a unique mix of both corporate and entrepreneurial experience in both transaction initiation and operational management. Ms. Parr has 23 years of business experience ranging from managing the finance team for a R300 billion (+US\$20B) employee benefits business, project managing the finance and risk restructuring of said business, planning and implementation of HR remuneration strategies for asset management businesses including private equity and hedge funds and co-managed the establishment of a multi-million Rand food security program: FoodBank South Africa. Ms. Parr was the youngest executive in Old Mutual Asset Management, where she held a position for 5 years. More recently, she has spent six years involved in agriculture and agro-processing growing programs that started as consulting for mining houses with agricultural land holdings and has migrated to contract farming. This experience has resulted in an extensive network of funders on the one side, processing partners and growing programs each looking for a party to facilitate building and optimizing the bridge between investors and agricultural deal flow.

Brian Leeners: Mr. Leeners is the current CEO of the Company and will continue as a director and the CEO of the resulting issuer after the COB. Mr. Leeners received both his B.Comm. and LL.B. degrees from the University of British Columbia in 1992 and since that time has been focused on the management of private and public venture companies. In 2002, he founded Nexvu Capital Corp. which is a venture capital firm focused on developing companies in the Industrial and Technology Sectors. Brian has been directly responsible for over \$50 million in financings.

Proposed Investment Policy

As required by the TSX-V's listing requirements for an investment issuer, the Company will adopt an investment policy to govern its investment activities. The investment policy will set out, among other things, the Company's investment objectives and strategy based on the fundamental principles set out as follows. The investment policy will be posted on the Company's website and filed on SEDAR prior to the completion of the COB Transaction.

The investment policy will provide, among other things, that the Company will: (a) seek companies for investment and acquisition in the Agricultural and Agricultural Technology sectors that have demonstrated or offer potential for future growth; (b) generate shareholder value through equity purchases and debt offerings in portfolio companies; (c) participate in potential going-public transactions or other liquidity events in portfolio companies; and (d) seek to preserve capital and limit downside risk through securely structuring its investments where applicable. The Company will work closely with management of portfolio companies, through board appointments and/or management service arrangements.

The investment policy will provide the Company with broad discretion with respect to the form of investments made. The Company may employ a wide range of investment instruments, including: equity, bridge loans, secured loans, unsecured loans, convertible debentures, warrants, options and other hybrid instruments such as special purpose vehicles (SPVs). The Company may acquire limited partnership interests, joint venture or real property interests. Where appropriate, the Company may act as a third party adviser with respect to opportunities with target or other companies, in exchange for a fee. Notwithstanding the foregoing, the Company may authorize investments outside of these structures for the benefit of the Company and its shareholders.

Investment Evaluation Process

The Company will establish an investment committee, comprised from the members of its board to monitor its investment portfolio on a continuing basis and to review the status of each investment at least once a month or on an as-needed basis. Nominees for the investment committee shall be recommended by the board.

The members of the investment committee shall be appointed annually by the board at the first board meeting subsequent to the annual meeting of shareholders or on such other date as the board shall determine. Members of the investment committee may be removed or replaced by the board. Officers of the Company may be members of the investment committee. Each member of the investment committee shall be financially literate.

Aldwych Capital Engagement

Pursuant to an agreement dated August 26th, 2016, (the “Engagement Agreement”), the Company has engaged Aldwych Capital Partners LLC (“**Aldwych**”), a New York based investment banking firm as an advisor and placement agent for the purposes of structuring and raising capital for the Company’s COB Transaction.

Aldwych, is a specialized investment bank focused primarily on cross border capital raising, M&A and advisory assignments in Sub-Saharan Africa and Latin America. Headquartered in New York with offices in Houston, Lagos, Sao Paul and Mumbai, Aldwych sector coverage includes large scale agribusinesses, upstream energy, water, mining, power generation/distribution, transportation, logistics, infrastructure and non-bank specialized financial services. <http://www.aldwychcapital.com/>

Agriculture in Southern Africa

According to the United Nations Department of Economic and Social Affairs, Population Division (UNDESA), the world’s population is projected to grow from approximately 7.0 billion to more than 9.5 billion people by 2050 with more than half of this growth projected to occur in sub-Saharan Africa, a region where one-quarter of the population is currently undernourished. It is estimated that world food production will need to increase at least 60% by 2050 to meet the expected food demand. These needs must be met without gaining any resources, such as land or water, but also with a declining labor force on the farm as economic advancement leads to decreases in agriculture employment. Modern farming and new agriculture technologies that optimize resources and increase efficiency are the answer. Through its focus on acquisition and investment in the agriculture sector in Southern Africa, the Company will:

- Create a diversified agribusiness production and value-added processing platform with a strong export focused off-take model
- Deploy an experienced management team with decades of experience and a track record of operating commercial scale agribusiness assets
- Provide diversity structured to marginalize intra-portfolio correlation risk for commodity output
- Provide geographic diversity within Southern Africa to manage operational and weather risks
- Focus on high margin business lines including crop types with structural supply deficits
- Exploit the current dislocation in Southern African markets
- Leverage strong BEE relationships
- Focus on assets with high water security
- Incorporate sustainability through Global GAP and best practices

Avinier Investment

Avinier (Pty) Limited owns and operates a South African farm acquired by the Palipali Study Trust (“Palipali Trust”) in 2012. In 2014, the farm was developed into a fully operational blueberry farm and it currently employs approximately 28 people. The first blueberry crop of some 15 hectares in size was planted in 2014/2015 (80,000 plants) and the first harvest was in 2016. Avinier has secured an off-take contract with United Exports for the entire harvest and concluded agreements to export berries to Tesco/Sainsbury (UK) and Pick’n Pay/Woolworths (South Africa). Avinier has implemented a quality control system (Global Gap) on the farm to ensure consistent product quality even during winter months and thereby ensuring consistent supply throughout the year. Further to this, Avinier has also been

certified TN10 (Tesco Quality Systems) and SIZA (Sustainability Initiative of South Africa). Avinier will increase its blueberry growing operations from 15 to 45 hectares utilizing the investment of PMR.

Avinier offers the opportunity to take advantage of the burgeoning growth in blueberry farming and marketing across the world. Avinier management is passionate about the business and has built a strong track record of delivering projects on time and on budget. The Avinier investment offers the following additional benefits:

- Participation in an established operation offering strong potential for capital growth
- Management that have an intimate knowledge of their markets
- Opportunity to leverage an existing platform for future expansion to various other fruits and markets
- Established operations with 80 000 plants offering cash flow for years
- Operating in a dynamic and growing international market
- Creating enormous job opportunities

Pursuant to the letter of intent (the “**Avinier LOI**”) executed on September 20th 2016. PMR will invest ZAR21,800,000 (CA\$2.0 million) in Avinier (the “**Avinier Investment**”). Immediately following completion of the Avinier Investment, PMR will own fifty percent (50%) of the outstanding capital stock of Avinier on a fully diluted basis. The proposed terms and conditions of the Avinier Investment are subject to the terms and conditions to be set forth in the formal agreement between the parties which will supersede the Avinier LOI (the “**Avinier Formal Agreement**”). The funding from the Avinier Investment will be used to:

- Finance the expansion of the blueberry plantings from 15 ha to 45 ha.
- Finance the upgrade of the packing facility with:
 - Cold storage.
 - A berry grading facility

Upon completion of its due diligence, PMR will provide a R700,000 (CA\$65,000) refundable loan to Avinier (the “**Avinier Loan Payment**”) which on closing of the COB Transaction will convert to capital stock in Avinier on the terms of the Avinier Formal Agreement. This Avinier Loan Payment along with the Aldwych Engagement Agreement will trigger a 120-day exclusive period for PMR to complete the Avinier Investment. This 120-day exclusive period will be extended for a further 30-day period if the regulatory approvals process requires more time to complete.

Pursuant to the Avinier Formal Agreement, Avinier’s board of directors will consist of 4 directors (unless the parties agree otherwise), with PMR nominating half of the directors annually. Quarterly, the Board will approve a business plan and quarterly budget. Exceptions to the quarterly budget will require written approval of the Board.

African Guar Gum and APV Acquisitions and Lamberti Off-Take

African Guar Gum Corporation (Pty) Ltd (“**AGGC**”) and APV (Pty) Ltd (“**APV**”) are focused on the contract farming and processing of guar beans. The business partners with Southern African farms, selects the optimum quality guar seed, monitors farming practices, coordinates processing and refinement, packaging and transport, and establishes and manages off-take agreements and final shipping of guar product. In conjunction with the Acquisition of APV, Lamberti Specialty Chemicals Pty Ltd will continue to provide AGGC/APV with an off-take agreement for guar splits. AGGC/APV’s experience managing guar growing trials and guar contract growing operations across four provinces of South Africa and in Botswana since 2013 has positioned AGGC/APV as the only organization commercially growing guar beans in the region.

Through the investment by PMR, AGGC/APV will expand their Southern African guar business by growing the number of guar farmers and extending their network of advisory and support services to all local guar farmers to maximize these farmers’ yield potential and profitability.

African Guar Gum Acquisition

Pursuant to the letter of intent (the “**AGGC LOI**”) dated September 16th 2016, the Company has agreed to acquire 100% of the issued capital of AGGC from its shareholders (the “**Vendors**”). On the closing of PMR’s COB Transaction, PMR will invest ZAR4,300,00 (CA\$400,000) in AGGC via an equity placement into AGGC. PMR will also issue to the Vendors, 2.4 million common shares of the Company at a deemed price of US\$0.10 per PMR common share for all of the issued and outstanding shares of AGGC on the closing of the COB Transaction. PMR will also provide a loan facility of R10,000,000 (CA\$928,000) to AGGC. Immediately following completion of the AGGC Loan, PMR will have security over all of the assets of AGGC. In the event that the Jobs Fund of South Africa commits to ZAR10,000,000 (CA\$928,000) in matching grant funding for AGGC the AGGC Loan will be regarded as the matching funding for the Jobs Fund of South Africa grant. The AGGC LOI is subject to due diligence and negotiation and execution of a formal agreement among the parties.

Upon completion of its due diligence, PMR will provide a ZAR700,000 (CA\$65,000) refundable loan to AGGC which on closing of the COB Transaction will convert to capital stock in AGGC. This refundable loan along with the Aldwych Engagement Agreement will trigger a 120-day exclusive period for PMR to complete the investment in and acquisition of AGGC. This 120-day exclusive period will be extended for a further 30-day period if the regulatory approvals process requires more time to complete.

APV Joint Venture Acquisition

Pursuant to the letter of intent (the “**APV LOI**”) dated September XX, 2016, the Company has agreed to acquire the APV Joint Venture processing facilities and business (“**APV**”) from Dynamic Intertrade Pty Ltd (“**DI**”), Lamberti Specialty Chemicals Pty Ltd (“**LSC**”) and Anglo African Agriculture PLC (“**AAA**”) through the provision of three loan facilities for APV. The first loan of ZAR560,000 (CA\$50,000) will be refundable and utilized by APV to eliminate current payables and liabilities and the second refundable loan facility will be for the ongoing payment of ZAR150,000 (CA\$14,000) per month toward the working capital of APV and the final loan facility will be the advance by PMR of ZAR6,343,297 (CA\$590,000) to APV for the repayment of the APV shareholder loans of DI and LSC. Upon the completion of the three loan facilities by PMR, LSC and DI will transfer their respective ownership in APV to PMR for the payment US\$1.00. The APV LOI is subject to due diligence and negotiation and execution of formal agreements between the parties.

PMR will make a ZAR560,000 (CA\$50,000) loan to APV within 30 days of the execution of this LOI and subject to the satisfactory conclusion of due diligence by PMR and the execution of the Formal Agreement between the parties. PMR will be obligated to make monthly working capital loan advances of ZAR150,000 (CA\$14,000) to APV until PMR has completed the COB Transaction. Upon regulatory approval and closing of the COB Transaction, PMR will provide the ZAR6,343,297 (CA\$590,000) loan to APV to pay out the current shareholder loans. PMR will then have complete security over the assets of APV and LSC, DI and AAA will transfer their respective share ownership in APV to PMR for the payment US\$1.00.

ELI Investment

ELI Agri (Pty) Ltd (“**ELI**”) was established in 1996 and supplies agricultural business solutions to a range of clients in Africa and the rest of the developing world. The ELI mission is to incorporate diverse teams from various backgrounds to provide practical and cost effective solutions to primary and agro-processing industries. ELI conducts in-depth assessments of agri-businesses and for those businesses that meet required criteria, ELI will also embark on the implementation of turnaround strategies to support the clients back toward commercial viability, if required. A good mix of commercial and pioneer farming enterprises have been supported with turnaround implementation. The valuable experience generated in the turnarounds has assisted ELI in differentiating between the root causes and symptoms of under-performance in the agricultural sectors.

PMR and ELI will be working together to resurrect land claim farms, under-developed farm land, farms seeking for recapitalization and to upgrade agricultural packing and processing facilities. These investments will enable agricultural supply chains from source to market.

The Company will create a Special Purpose Vehicle (“SPV”) to facilitate further external private equity financing targeting agricultural investment in Southern Africa. The SPV will facilitate investment in partnership with Broad-Based Black Economic Empowerment initiatives and investment partnerships. The South African land claim farm process had a very negative impact on South Africa’s commercial farming. At one time, the farming industry was the country’s largest employer and contributed over 40% of the country’s annual GDP. Since 1994 the country has lost 40% of its commercial farmers and has now become a net importer of food products and agricultural commodities. There are more than 6.9 million hectares of land claimed farms. These farms were previously commercial ventures and today few are run as commercial farms. <http://www.eli.co.za/>

Pursuant to the letter of intent (the “**ELI LOI**”) executed on September 15th, 2016 between PMR and ELI, PMR will complete a R2,875,000 (CA\$267,000) equity investment (the “**ELI Investment**”) in ELI giving PMR a twenty-five percent (25%) equity interest on a fully diluted basis and PMR will advance a R5,750,000 (CA\$535,000) loan facility to ELI (the “**ELI Loan**”). The proposed terms and conditions of the ELI Investment will be subject to the terms and conditions to be set forth in a formal agreement which is to supersede the ELI LOI (the “**ELI Formal Agreement**”).

Upon completion of its due diligence, PMR will provide a R700,000 (CA\$50,000) refundable loan to ELI which on closing of the COB Transaction will convert to capital stock in ELI on the terms of the ELI Formal Agreement. This refundable loan along with the Aldwych Engagement Agreement, will trigger a 120-day exclusive period for PMR to complete the ELI Investment. This 120-day exclusive period will be extended for a further 30-day period if the regulatory approvals process requires more time to complete.

Immediately following completion of the ELI Loan, PMR will have security over the assets of ELI. The proposed terms and conditions of the ELI Loan are entirely subject to the terms and conditions to be set forth in the ELI Formal Agreement. The proceeds of the ELI Loan will be allocated as follows:

- Leverage funding from additional/matching sources including a pre-approved ZAR4,000,000 planting production capital facility (subject to land acquisition/leases)
- Finance the increase in the operational team to support the approved projects
- Finance further investment opportunities

Pursuant to the ELI Formal Agreement, ELI’s board of directors will consist of 4 directors (unless the parties agree otherwise), with PMR nominating one quarter of the directors annually. Quarterly, the Board will approve a business plan and quarterly budget. Exceptions to the quarterly budget will require written approval of the Board.

GrowBuddy Investment

Growbuddy Inc. (“**GrowBuddy**”) is a software as a service (SaaS) company founded in 2012 by Daniel Starbuck, Timothy Delight, and David Standard, that provides technology services and social community services to cannabis cultivators, an industry formerly cloaked in secrecy. GrowBuddy is built for growers by growers. Although GrowBuddy respects anonymity, the company’s community model focuses on converting a user’s investment into revenue streams that are based on the sale of ancillary products and services, contextual advertising and subscriptions for premium data and analytical services. GrowBuddy is building an online knowledge base for the cannabis cultivation community. Through datamining the knowledge of its community, GrowBuddy continues to add services and features that cater to the needs of that community.

The GrowBuddy ecosystem provides value for every size of grower from the small grower with a few plants to the large commercial facility cultivators with thousands of plants. The GrowBuddy SaaS application provides a standardized method to track and optimize the cultivation process from seed to sale producing consistently higher yields and product quality. Growbuddy currently has almost 17,000 users.

New features include the GrowBuddy Case Files. This addition brings community sharing and question and answer exchange to the ecosystem and solves one of the biggest issues growers face today: the lack of credible information and valuable feedback on growing plants.

GrowBuddy continues to add revenue driven features including the GrowBuddy Marketplace where GrowBuddy is affiliated with Monster Gardens to fulfill customer orders. The Marketplace is being expanded to include grower-to-grower transactions, where premium users/expert growers can post their detailed grow and nutrient schedules/records from seed to harvest for sale to the GrowBuddy community.

The Marketplace will also be the primary distribution channel for GrowBuddy to market and sell its proprietary nutrient formulas currently being developed in conjunction with a leading corporate cannabis cultivation company in Nevada. This proprietary nutrient system is being developed using cutting edge leaf tissue analysis allowing formulas to be catered to specific strain types.

Future plans included integration with data acquisition hardware sensors in the growing facility where the application programming interface (“**API**”) will provide the means for hardware sensors to save data and retrieve settings directly allowing for automated sensor data recording and analysis and making it easier for GrowBuddy premium users to ensure proper data acquisition and storage. In future GrowBuddy will be able to tie this cultivation data into the logistics and retail software systems for cannabis distributors and provide qualitative analytics to the end consumer. <http://www.growbuddy.com/>

Pursuant to the share purchase and share put agreement (the “**GrowBuddy Agreement**”) dated August 24th 2016, among the shareholders of GrowBuddy, GrowBuddy and PMR, the Company has agreed to acquire an initial 25% of the fully-diluted issued capital of GrowBuddy for US\$1,165,000 in consideration by making the following installments (where installments 2 through 9 accrue subject to the closing of the COB Transaction):

Installment & Ownership	Due	Amount (USD)
1. For a initial 1% ownership	Within 1 month of Formal Agreement	\$50,000
2. For an additional 2% ownership	Within 1 month of the Closing Date	\$100,000
3. For an additional 4% ownership	Within 2 months of the Closing Date	\$200,000
4. For an additional 3% ownership	Within 5 months of the Closing Date	\$150,000
5. For an additional 3% ownership	Within 6 months of the Closing Date	\$150,000
6. For an additional 3% ownership	Within 7 months of the Closing Date	\$150,000
7. For an additional 2% ownership	Within 10 months of Closing Date	\$100,000
8. For an additional 2% ownership	Within 11 months of the Closing Date	\$100,000
9. For an additional 5% ownership	Within 18 months of the Closing Date	\$165,000

The first installment of US\$50,000 is advanced as a refundable loan pending the closing of the COB Transaction and if the COB Transaction does not close these funds will be repayable to the Company from the next financing completed by GrowBuddy. The Company will forfeit 1.5% of its cumulative ownership in GrowBuddy if the Company fails to make an installment payment on or before the due date other than those Installments delayed due to a required regulatory approval and the Company will be granted a 30-day period from the due date of any installment to cure a breach of the GrowBuddy Agreement due to the failure to make an installment payment on or before the due date. The obligation of the Company to purchase the GrowBuddy Shares in the amount and for the price outlined in the GrowBuddy Agreement shall be conditional on certain milestones being achieved by GrowBuddy and in the event any milestone is not achieved the Company percentage ownership in GrowBuddy will be increased by an additional 1.5% upon making the respective installment payment. Upon the Company having acquired 25% of the issued and outstanding shares of GrowBuddy, the shareholders of GrowBuddy will have the right at their option to require the Company to acquire from them pursuant to a share exchange, an additional minimum 15% (in addition to the ownership then held by the Company) of the then issued and outstanding shares of GrowBuddy with the valuation of the GrowBuddy shares set at a 10% discount to the value determined by a third-party valuator appointed by agreement of the parties and the value of the Company’s shares determined by the preceding 10-day volume weighted average closing price (VWAP).

COB Transaction Financing

In conjunction with the COB Transaction, the Company and Aldwych will be undertaking a financing of a secured convertible facility having a minimum principal amount of US\$7.5 million. The outstanding principal of the convertible facility will bear interest at a rate and for a term to be determined. The proceeds of the sale of the convertible facility will be used by the Company to finance the above acquisitions and investments and for general working capital. Closing of the convertible facility is subject to the closing of the COB Transaction.

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

"Brian Leeners"

Brian Leeners, CEO & Director

For further information please contact:

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Completion of the transaction is subject to a number of conditions, including Exchange acceptance and disinterested Shareholder approval. The transaction cannot close until the required Shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the Management Information Circular to be prepared in connection with the transaction, any information released or received with respect to the COB may not be accurate or complete and should not be relied upon. Trading in the securities of Prime Meridian Resources Corp should be considered highly speculative.

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.