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

April 23, 2021

Item 3 News Release

The news release dated April 23, 2021 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

April 23, 2021

April 23, 2021 **News Release** **TSX-V: PMR**

PRIME MERIDIAN CLOSES NON-BROKERED PRIVATE PLACEMENT FINANCING

Vancouver, B.C.: Prime Meridian Resources Corp. ("**PMR**" or the "**Company**") (TSX-V: PMR) announces that it has received approval from the TSX Venture Exchange to close its previously announced (see pan February 9, 2021 news release) non-brokered private placement financing for total gross proceeds of $143,963. The Company will now issue 1,439,630 units, each unit consisting of one common share and one common share purchase warrant, with each warrant entitling the holder to acquire one additional common share at a price of 15 cents per share for 12 months. The warrants are 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 consisting of 14,000 Units are being paid in relation to the Financing.

All securities issued pursuant to this financing are subject to a 4-month hold.

The Financing was effected with one (1) insider of the Company, Nexvu Capital Corp., subscribing for $126,463 for 1,264,630 Units, that portion of the Financing a "related party transaction" within the meaning of Policy 5.9 of the Exchange and Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions ("MI 61-101"). In connection with the participation of the insider, the Company intends to rely upon the exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 set forth in sections 5.5(a) and 5.7(1)(a) of MI 61-101 on the basis that the fair market value (as determined under MI 61-101) of the participation does not exceed twenty-five percent (25%) of the market capitalization of the Company (as determined under MI 61-101).

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

"Brian Leeners"

Brian Leeners, CEO & Director
604-862-4184