

PRISM RESOURCES INC.
214 – 3540 West 41st Avenue
Vancouver, British Columbia V6N 3E6
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NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the annual general meeting (the “Meeting”) of the shareholders of **PRISM RESOURCES INC.** (the “Company”) will be held at 1500 - 1055 West Georgia Street, Vancouver, British Columbia, on Friday, July 12, 2019 at 11:00 a.m., local time, for the following purposes:

1. To table the consolidated financial statements of the Company for its fiscal period ended December 31, 2018, the report of the auditor and the related management discussion and analysis;
2. To elect directors of the Company for the ensuing year;
3. To appoint an auditor of the Company for the ensuing year; and
4. To ratify and approve the Company’s share option plan for continuation until the next annual general meeting of the Company.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting. No other matters are contemplated, however any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

The audited financial statements for the year ended December 31, 2018, the report of the auditor and related management discussion and analysis will be made available at the Meeting and are available on www.sedar.com.

Shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of Proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of Proxy and in the Information Circular.

Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the form of Proxy and in the Information Circular to ensure that such shareholder’s shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered shareholder.

DATED at Vancouver, British Columbia, June 12, 2019.

BY ORDER OF THE BOARD

“Robert W. Baxter”

Robert W. Baxter
President and Chief Executive Officer