

PRISM RESOURCES INC.
3552 West 41st Avenue, PO Box 71030
Vancouver, British Columbia V6N 4J9
Tel: (604) 803-4883

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, June 25, 2021 at 11:00 a.m., local time.

Due to ongoing concerns related to the current coronavirus pandemic (“COVID-19”), and in order to mitigate potential risks to the health and safety of the Company’s shareholders, employees and other stakeholders, shareholders are encouraged not to attend the Meeting in person. The Company is offering Shareholders the option to listen and participate (but not vote) at the Meeting in real time by conference call at:

Canada Toll Free: +1 855 244 8677
US Toll Free: +1 415 655 0002
Access Code: 95400309

We are continuously monitoring the current coronavirus pandemic. In light of rapidly evolving news and guidelines related to COVID-19, we ask that, in considering whether to attend the Meeting in person, Shareholders follow the instructions of the Public Health Agency of Canada (<https://www.canada.ca/en/public-health/services/diseases/coronavirus-disease-covid-19.html>) and any applicable additional provincial and local health department instructions. You should not attend the Meeting in person if you are experiencing any cold or flu-like symptoms, or if you or someone with whom you have been in close contact has travelled to/from outside of Canada within the 14 days prior to the Meeting. **In order to minimize group sizes and respect social distancing regulations, all Shareholders are urged to vote on the matters before the Meeting by proxy, which proxy can be submitted electronically or by mail as described in the accompanying Information Circular.** We reserve the right to take any additional precautionary measures we deem appropriate in relation to the Meeting in response to further developments in respect of COVID-19. Should any changes to the Meeting format occur, the Company will announce any and all changes by way of news release, which will be filed under the Company’s profile at www.sedar.com. We strongly recommend you check the Company’s website www.prismresourcesinc.com prior to the Meeting for the most current information. In the event of any changes to the Meeting format due to COVID-19, the Company will **not** prepare or mail amended Meeting materials.

Shareholders who intend to attend the meeting via video conference must **submit votes by Proxy ahead of the proxy deadline of 11:00 a.m. (Pacific Time) on June 23, 2021.** Attendance by video conference allows Shareholders to listen to, but not to vote at, the Meeting.

Purposes of the Meeting

The Meeting is to be held for the following purposes:

1. To receive the consolidated financial statements of the Company for its fiscal period ended December 31, 2020, 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;
4. To ratify and approve the Company's share option plan for continuation until the next annual general meeting of the Company; and
5. To consider any permitted amendment to or variation of any matter identified in this Notice and to transact such other business as may properly come before the Meeting or any adjournment thereof.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting.

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, May 20, 2021.

BY ORDER OF THE BOARD

"Brian Kerzner"

**Brian Kerzner
Interim President and Chief Executive Officer**