

**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 Wednesday, June 1, 2022 at 9:00 a.m. Pacific 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 others, 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:**

<b>Canada Toll Free:</b>	<b>+1 855 244 8677</b>
<b>US Toll Free:</b>	<b>+1 855 282 6330</b>
<b>Access Code:</b>	<b>95400309</b>

We are continuously monitoring the coronavirus pandemic. In light of rapidly evolving news and guidelines related to 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](http://www.sedar.com). We strongly recommend you check the Company’s website [www.prismresourcesinc.com](http://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 teleconference must **submit votes by Proxy ahead of the proxy deadline of 9:00 a.m. (Pacific Time) on May 30, 2022.** Attendance by teleconference 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 financial years ended December 31, 2021 and December 31, 2020, the report of the auditor thereon 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 to authorize the directors to determine their remuneration; and
4. To ratify and approve the Company’s Amended and Restated Share Option Plan dated April 25, 2022 for continuation until the next annual general meeting of the Company.

At the Meeting, Shareholders may be asked 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, as at April 22, 2022.

**BY ORDER OF THE BOARD**

*/s/ "Brian Kerzner"*

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