

**FORM 51-102F3
MATERIAL CHANGE REPORT**

ITEM 1. NAME AND ADDRESS OF COMPANY

Prismo Metals Inc. (the "**Company**" or "**Prismo**")
1100 - 1111 Melville St., Vancouver,
British Columbia V6E 3V6

ITEM 2. DATE OF MATERIAL CHANGE

April 5, 2024

ITEM 3. NEWS RELEASE

A news release was issued on April 5, 2024 and distributed through the facilities of Newsfile Corp.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company completed its previously announced non-brokered private placement (the "**Private Placement**") for one subscription of 754,411 units of the Company ("**Units**") at a price of \$0.17 per Unit for total gross proceeds of CAD\$128,250.

Prismo also completed its previously announced debt settlement with certain creditors of the Company (the "**Creditors**"), pursuant to which the Company has issued to the Creditors an aggregate of 2,833,690 Common Shares at a price of \$0.17 per Common Share in full and final settlement of accrued and outstanding indebtedness in the aggregate amount of approximately \$481,727 (the "**Debt Settlement**").

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

Prismo also completed the Private Placement for one subscription of 754,411 Units at a price of \$0.17 per Unit for total gross proceeds of \$128,250. Each Unit consists of one common share (a "**Common Share**") and one-half of one Common Share purchase warrant (each whole warrant, a "**Warrant**"). Each Warrant is exercisable for one additional Common Share at an exercise price of \$0.25 for a period of 24 months. All securities issued pursuant to the Private Placement will be subject to a statutory hold period of four months from the date of issuance.

The Company completed the Debt Settlement with the Creditors by issuing an aggregate of 2,833,690 Common Shares at a price of \$0.17 per Common Share in full and final settlement of accrued and outstanding indebtedness in the aggregate amount of approximately \$481,727. All securities issued pursuant to the Debt Settlement will be subject to a statutory hold period of four months from the date of issuance.

None of the foregoing securities have been and will not be registered under the United States Securities Act of 1933, as amended (the "**1933 Act**") or any applicable state securities laws and may not be offered or sold in the United States or to, or for the account

or benefit of, U.S. persons (as defined in Regulation S under the 1933 Act) or persons in the United States absent registration or an applicable exemption from such registration requirements. This material change report does not constitute an offer to sell or the solicitation of an offer to buy, nor will there be any sale of the foregoing securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

Pursuant to the Debt Settlement, the Company issued an aggregate of 788,235 Common Shares to Prospeccion y Desarrollo Minero del Norte SA de CV ("**ProDeMin**"), a company controlled by the President and CEO of Prismo, Dr. Craig Gibson, constituting, to that extent, a "related party transaction" as defined under Multilateral Instrument 61-101 - *Protection of Minority Securityholders in Special Transactions* ("**MI 61-101**"). The Company is exempt from the requirements to obtain a formal valuation and minority shareholder approval in connection with ProDeMin's participation in the Debt Settlement in reliance on sections 5.5(a) and 5.7(1)(a) of MI 61- 101, as neither the fair market value of the Debt Settlement nor the securities issued in connection therewith, in so far as the Debt Settlement involves ProDeMin, exceeds 25% of the Company's market capitalization. The Company did not file a material change report more than 21 days before the expected closing of the Debt Settlement as the details of the Debt Settlement and the participation therein by ProDeMin were not settled until recently and the Company wished to close on an expedited basis for sound business reasons.

ITEM 5.2 DISCLOSURE FOR RESTRUCTURING TRANSACTION

Not applicable.

ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

Not applicable.

ITEM 7. OMITTED INFORMATION

Not applicable.

ITEM 8. EXECUTIVE OFFICER

Contact: Craig Gibson, CEO
Email: craig.gibson@prismometals.com
Phone: (416) 848-0106

ITEM 9. DATE OF REPORT

April 16, 2024