

SOUTHERN EMPIRE RESOURCES CORP.

Suite 420 - 789 West Pender Street, Vancouver, BC V6C 1H2

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general meeting of the shareholders of Southern Empire Resources Corp. ("Southern Empire") will be held at Suite 704 - 595 Howe Street, Vancouver, BC V6C 2T5 on Thursday, July 23, 2020 at 11:00 a.m. (Vancouver Time) for the following purposes:

1. to fix the number of directors at six (6);
2. to elect Dale Wallster, Ronald Netolitzky, James Hutton, James Currie, Latika Prasad and Bryan Slusarchuk as directors for the ensuing year;
3. to appoint Davidson & Company LLP, Professional Chartered Accountants, as the auditors of Southern Empire for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors;
4. to consider, and if thought fit, to pass an ordinary resolution approving and ratifying Southern Empire's 10% rolling stock option plan as more particularly described in the accompanying Information Circular; and
5. to transact such other business as may be properly brought before the Meeting or any adjournment thereof.

All shareholders are entitled to attend and vote at the Meeting in person or by proxy. The Board of Directors (the "**Board**") requests that all shareholders who will not be attending the Meeting in person read, date and sign the accompanying proxy and deliver it to Computershare Investor Services Inc. ("**Computershare**"). If a shareholder does not deliver a proxy to Computershare, Attention: Proxy Department, 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, by 11:00 a.m. (PST) on **Tuesday, July 21, 2020** (or before 48 hours, excluding Saturdays, Sundays and holidays before any adjournment of the meeting at which the proxy is to be used) then the shareholder will not be entitled to vote at the Meeting by proxy. Only shareholders of record at the close of business on **Monday, June 15, 2020** will be entitled to vote at the Meeting.

An information circular and a form of proxy accompany this notice.

DATED at Vancouver, British Columbia, the 22nd day of June 2020.

ON BEHALF OF THE BOARD

"Dale Wallster"

Dale Wallster
Chief Executive Officer, President and Director