

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

SOUTHERN EMPIRE RESOURCES CORP.

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

(the "Company")

Item 2. Date of Material Change

December 2, 2021

Item 3. News Release

The news release was issued on December 2, 2021 and disseminated by Newswire.

Item 4. Summary of Material Change

On December 2, 2021, the Company announced that it closed a non-brokered private placement of 10,000,000 units at a price of \$0.10 per unit for gross proceeds of \$1,000,000.

Item 5. Full Description of Material Change

On December 2, 2021, the Company announced that it closed a non-brokered private placement by issuing 10,000,000 Units (as defined below) at a price of \$0.10 per Unit for gross proceeds of \$1,000,000 (the "Financing").

Each Unit consists of one common share of the Company (a "Common Share") and one Common Share purchase warrant (each, a "Warrant"), with each Warrant entitling the holder to purchase one additional Common Share for a period of three years from the date of issue at an exercise price of \$0.15 per Common Share.

All securities issued under the Financing are subject to a four month and one day hold expiring March 30, 2021.

Certain directors and insiders of the Company acquired 2,146,000 Units pursuant to the Financing (the "Insider Participation"). The Insider Participation will be considered to be a related party transaction" as defined under Multilateral Instrument 61-101 ("MI 61-101"). The Insider Participation is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101.

The proceeds of the financing will be used for exploration programs on the Company's mineral properties, the potential acquisition of additional properties and for general working capital purposes.

Item 6. Reliance on Subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officer

For further information, please contact:

Dale Wallster
Chief Executive Officer
(604) 562 5737

Item 9. Date of Report

December 2, 2021