

**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" or the "Company") will be held via telephone conference on Thursday, September 2, 2021 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 Currie, Andrew Davidson, P.E. (Ted) Kavanagh and Alex Heath 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 receive the audited financial statements of the Company for the financial year ended October 31, 2020, and the accompanying report of the auditors.
6. to transact such other business as may be properly brought before the Meeting or any adjournment thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting.

Southern Empire's Board of Directors has fixed July 23, 2021 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

This year to mitigate risks to the health and safety of Southern Empire's shareholders, employees and other stakeholders, the Company will be holding its Meeting in a telephone conference format. The conference call details are set forth in the accompanying Information Circular. If you will not be attending the Meeting by way of conference call, registered shareholders of the Company need to complete, date and sign the accompanying form of proxy and deposit it with the Company's transfer agent, Computershare Investor Services Inc., 510 Burrard Street, 2<sup>nd</sup> Floor, Vancouver, BC V6C 3B9 by mail or fax, no later than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting or adjournment thereof.

If you are a non-registered shareholder of the Company, please complete and return the materials in accordance with the instructions set forth in the accompanying Information Circular.

DATED at Vancouver, British Columbia, this 4th day of August 2021.

**ON BEHALF OF THE BOARD**

*"Dale Wallster"*

Dale Wallster  
Chief Executive Officer, President and Director