

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 4B6

Item 2. Date of Material Change

September 6, 2022

Item 3. News Release

The news release was issued on September 6, 2022 and was filed on SEDAR on September 12, 2022.

Item 4. Summary of Material Change

On September 6, 2022, Southern Empire Resources Corp. (the “Company”) announced that it has entered into an amendment agreement with Ronald Netolitzky, Chairman and director of Southern Empire (the “Amendment Agreement”), to amend the terms of the previously announced option agreement to acquire a 25% interest in the Oro Cruz Property (see news release June 26, 2020) located in the Cargo Muchacho mountains of Imperial County, California.

Item 5. Full Description of Material Change

Pursuant to the terms of the Amendment Agreement, Southern Empire will exercise its option to acquire 25% interest in the Oro Cruz Property by issuing a total of 2,000,000 common shares to Mr. Netolitzky in lieu of the final two option payments totalling \$200,000. The Southern Empire shares to be issued under the Amendment Agreement will be subject to restrictions on resale for a period of four months from the date of issuance. The Amendment Agreement and the transactions contemplated therein were accepted by the TSX Venture Exchange on September 15, 2022.

Upon closing of the amendment agreement, Southern Empire will own a 25% interest in the Oro Cruz Property and have the option to acquire the remaining 75% by making a final payment of US \$100,000 to an underlying vendor by April 15, 2023.

Item 6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officer

Dale Wallster
Chief Executive Officer
(604) 562 5737

Item 9. Date of Report

September 27 , 2022