Southern Empire

RESOURCES CORP.

Management's Discussion and Analysis

For the nine months ended July 31, 2023

Dated: September 28, 2023

NOTE TO READER

This Management's Discussion and Analysis ("MD&A") focuses on the financial condition and results of operation of Southern Empire Resources Corp. ("Southern Empire", the "Company", "we", "our", "its" or "us") and is a narrative explanation of how we performed during the period covered by the associated financial statements, and of our future prospects.

This MD&A is based upon information available as at September 28, 2023, and supplements but does not form part of the financial statements of Southern Empire and as such, should be read in conjunction with the audited consolidated financial statements and the notes thereto, as at and for the years ended October 31, 2022 and 2021.

Our financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS"), as established by the International Accounting Standards Board ("IASB"). Management is responsible for the preparation and integrity of these financial statements, including the maintenance of appropriate information systems, procedures and internal controls to ensure that information used internally or disclosed externally, including the MD&A, is complete and reliable.

All financial data in this MD&A is reported in Canadian dollars unless otherwise noted.

Additional information concerning Southern Empire is available on the Canadian Securities Administrators' System for Electronic Document Analysis and Retrieval ("SEDAR") at www.sedar.com, and on our website at www.smp.gold.

FORWARD-LOOKING INFORMATION

Caution Regarding Forward-Looking Information:

Certain information contained in this MD&A may constitute forward-looking information, which is information regarding possible events, conditions or results of Southern Empire's operations, that is based upon assumptions about future economic conditions and courses of action and which is inherently uncertain. All information other than statements of historical fact may constitute forward-looking information. Forward-looking information is often, but not always, identified by the use of words such as "seek", "anticipate", "budget", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar words or phrases (including negative variations) suggesting future outcomes or statements regarding an outlook. Forward-looking information contained in this MD&A includes, without limitation, our expectations regarding anticipated investment, exploration and evaluation activities and results thereof, financing activities and other factors regarding our operating results, and the performance of global capital markets and interest rates.

Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information. Southern Empire believes the expectations reflected in the forward-looking information are reasonable but no assurance can be given that these expectations will prove to be correct and readers are cautioned not to place undue reliance on forward-looking information contained in this MD&A or other materials and presentations provided by the Company. Some of the risks and other factors that could cause results to differ materially from those expressed in the forward-looking information contained in this MD&A include, but are not limited to: risks relating to investment performance and our ability to generate taxable income from operations, market fluctuations, fluctuations in prices of commodities underlying our project interests and equity investments, the strength of the Canadian, U.S. and other economies, foreign exchange fluctuations, political and economic conditions in the countries in which the interests of Southern Empire's investments are located, and other risks included elsewhere in this MD&A under the headings "Risks and

Uncertainties" and "Financial Instruments and Risk Management" and in other public disclosure documents filed with certain Canadian securities regulatory authorities and available on SEDAR at www.sedar.com.

Readers are cautioned that the foregoing lists of factors are not exhaustive. Although Southern Empire has attempted to identify important factors that could cause actual events and results to differ materially from those described in the forward-looking information, there may be other factors that cause events or results to differ from those intended, anticipated or estimated. Southern Empire undertakes no obligation to update publicly or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as otherwise required by law. All of the forward-looking information contained in this MD&A is expressly qualified by this cautionary statement.

Cautionary Notice Regarding the Oro Cruz Project Historical Resource Estimate

The historical resource estimate outlined above is disclosed in a technical report dated April 29, 2011, prepared for Lincoln Mining Corp. by Tetra Tech, Inc. and filed on Canadian Securities Administrators' System for Electronic Document Analysis and Retrieval (SEDAR+). It is termed an inferred mineral resource, which is a category set out in NI 43-101. It was based on historical reverse circulation and core drill hole sample, underground channel sample, and blasthole sample assay results and calculated using ordinary kriging to estimate gold grades in 10-foot-by-10-foot-by-five-foot blocks. Accordingly, Southern Empire considers this historical estimate reliable as well as relevant as it represents key targets for future exploration work. However, a QP has not done sufficient work to verify or classify the historical estimate as a current mineral resource and Southern Empire is not treating this historical estimate as current mineral resources.

Cautionary Notice Regarding the Suaqui Verde Copper Project Historical Resource Estimate

The historical resource estimate regarding the Suaqui Verde Copper Project set forth in this news release was prepared for Cuprum Mining Corporation in an internal report dated June 10, 2008 by Independent Mining Consultants, Inc. ("IMC") of Tucson, Arizona. A National Instrument 43-101F1 Technical Report was not filed in connection with this historical resource estimate. Although the IMC historical resource estimate outlined "Indicated Resources" and "Inferred Resources", the historical estimate was completed prior to, and is not in compliance with, current Canadian Institute of Mining, Metallurgy and Petroleum ("CIM") Definition Standards on Mineral Resources and Mineral Reserves as adopted in 2014. IMC's historical resource estimate is based on 106 total drill holes completed between 1991 and 2007 as follows: AZCO, 43 holes in 1991; Cambior, 18 holes in 1993; Phelps Dodge, 15 holes in 1997; and Minera Corum, 30 holes in 2006-2007. In calculating the historical resource estimate, a three-year trailing average copper price of $2.95/lb, mining costs of US $1.40 and $1.80 per tonne ("t") for overburden and rock respectively, process and G&A costs of $4.50 per tonne, pit slope angles of 38º, and total copper ("TCu") recoveries of 75%, 65% and 45% for oxide, mixed and sulphide materials respectively, were used.

Southern Empire considers the IMC historical resource estimate relevant as it represents the main target for exploration and development work on the Suaqui Verde Copper Project. A Qualified Person has not done sufficient work to classify the IMC historical estimate as a current mineral resource and Southern Empire is not treating the historical resource estimates as current mineral resources. Southern Empire intends to confirm the reliability of the IMC historical resource estimate and the information supporting the historical resource estimate. Southern Empire is not treating the historical resource as a current mineral resource.

INTRODUCTION

Nature of Our Business:

Southern Empire Resources Corp. is in the business of acquiring, exploring and developing metal and mineral resource properties.

Southern Empire was incorporated as "Owl Capital Corp." pursuant to the *Business Corporations Act of British Columbia* on September 27, 2017. The Company was classified as a Capital Pool Company ("CPC") as defined by TSX Venture Exchange (the "Exchange") Policy 2.4 and its principal business was to identify, evaluate and acquire assets, properties or businesses which would constitute a qualifying transaction ("Qualifying Transaction") in accordance with Exchange policy. On March 18, 2020, upon completion of the Qualifying Transaction, the Company changed its name to Southern Empire Resources Corp.

Southern Empire's metals and minerals exploration projects include the Pedro, Centauro and La Loma Gold Projects in México, the VLM Project in México, the Oro Cruz Project in California and the Eastgate Gold Project in Nevada, U.S.A. Please refer to the "Mineral Properties and Exploration" discussion below for acquisition and other project details.

OVERVIEW, HIGHLIGHTS AND DEVELOPMENTS

For more details regarding the following highlights and developments, please refer to the news releases available on Southern Empire's website and on SEDAR.

Performance Summary and Significant Events:

Since its inception Southern Empire:

- Started trading on the Exchange with the trading symbol "SMP" on March 24, 2020.
- Commenced trading on the Frankfurt Börse with the trading symbol "5RE".
- Became quoted on the OTC Pink markets and subsequently upgraded to the OTCQB Venture Market in January 2022 with the symbol "SMPEF".
- Completed a private placement raising a total of $4,021,515 through the issuance of 8,043,861 common shares a price of $0.50 per share.
- Exercised an option agreement dated June 22, 2020 (the "Ronald K. Netolitzky Option Agreement") that granted Southern Empire the option to acquire a 25% interest in the Oro Cruz Project (in exchange for cash payments of $440,000) thus allowing for the acquisition of a total 100% interest upon exercise of all Oro Cruz Project option agreements.
- Completed a first-phase drill program totalling 906 metres ("m"; 2,972 feet) of HQ-sized core on the Eastgate Gold Project.
- Pursuant to a Purchase and Sale Agreement and subject to Exchange acceptance (received on March 4, 2021), acquired additional mineral dispositions for the Oro Cruz Project by purchasing mining claims overlying the former gold-producing American Girl Mine (see Southern Empire news

release dated September 14, 2020) for cash consideration of US$330,000. Highlights of this acquisition were:

  - Gained 100% ownership of seven privately-owned, patented lode mining claims
  - The addition of contiguous holdings totaling 116 ha (287 acres) that include much of the formerly producing American Girl gold mine operations that produced more than 500,000 oz gold from four underground and four open pit deposits
  - Allows additional exploration potential for underground high-grade, oxide gold mineralization
  - The acquired claims are subject to no royalty interests
  - The acquired claims partially cover historical mine waste dumps which may, at current gold prices, present an opportunity to develop a resource

- Completed a 925 line-kilometre, low-level magnetic and radiometric airborne survey over the Oro Cruz property.

- Completed an initial 20-hole sonic drilling program; ten holes each on the American Girl and Padre y Madre historical heap leach pads at the Oro Cruz Project.

- Completed a 75 square kilometre airborne Light Detection and Ranging ("LiDAR") survey of the Oro Cruz Project.

- Completed a safety survey of the Oro Cruz Cross Mine underground workings.

- Completed a drone-borne LiDAR survey of the Oro Cruz Cross Mine underground workings.

- Completed a 10 line-kilometre Induced Polarization ("IP") geophysical survey over the Oro Cruz gold deposit by Zonge International.

- Announced the appointments of Andrew Davidson, Alex Heath and P.E. (Ted) Kavanagh to the Board of Directors.

- Announced the appointment of Larry Kornze, an expert in epithermal and Carlin-style gold deposits, as an Advisor.

- Granted an additional 1,250,000 incentive stock options to Directors, Officers and Consultants and cancelled 400,000 options issued to former consultants; each option exercisable for the purchase of one common share for a period of five years at a price of $0.30 per share.

- Exercised all remaining share purchase warrants in Augusta Gold Corp. to hold approximately 1,274,000 common shares at February 27, 2023.

- Initiated a complete review and compilation of the LiDAR, geophysical, and geological databases by Condor Consulting, Inc. ("Condor") of Denver, Colorado and identified a number of previously untested gold targets along the southeast plunging extension of the Oro Cruz zone.

- Initiated extractive metallurgical test work on sonic drill samples collected from the historical Padre y Madre and American Girl heap leach pads.

- Entered into an option agreement (the "Pedro Agreement") with Commander Resources Ltd. and its wholly-owned subsidiary, Minera BRG S.A. de C.V. on July 23, 2021, allowing Southern Empire to acquire a 100% beneficial interest in the Pedro Gold Project (or "Pedro") in northeastern Durango State, México. This agreement was accepted for filing by the Exchange on February 3, 2022.

- Completed significant archaeological, biological and cultural field studies at the Oro Cruz Project, as required for the Exploration Plan of Operations ("EPO"), the National Environmental Protection Act ("NEPA") and the California Environmental Quality Act ("CEQA") permitting prior to the start of surface and underground exploration including extensive planned drill programs.

- Submitted the EPO for the Oro Cruz Project to the United States Department of the Interior, Bureau of Land Management("BLM") on September 28, 2020.

- On November 16, 2021, received a positive decision letter from the BLM determining that the Oro Cruz Project EPO was administratively and technically complete and consistent with U.S. federal regulations, allowing for initiation of the NEPA environmental review process.

- Contracted Terraquest Ltd. to complete a 384 line-kilometre airborne magnetic and radiometric geophysical survey of the Pedro Gold Project in December 2021.

- Completed a private placement, raising a total of $1,000,000 through the issuance of 10,000,000 Units, with each Unit consisting of one common share and one common share purchase warrant entitling each warrant holder to purchase one additional common share for a period of three years from the date of issue (expiry November 29, 2024) at an exercise price of $0.15 per common share.

- In December 2021, entered into an option agreement with Riverside Resources Inc. ("Riverside") to acquire a 100% interest in the VLM Project, located in northwestern México in exchange for cash payments totalling $112,500 and issuing a total of 1,625,000 common shares over a period of two years from January 12, 2022, two days following the filing approval date for the option agreement by the Exchange. To date, option payments totalling $62,500 have been made and 1,050,000 Southern Empire common shares have been issued to Riverside.

- Completed six core drill holes totalling 856.3 metres at the Pedro Gold Project in January and February of 2022.

- On February 1, 2022, Southern Empire and Commander Resources Ltd. signed an amendment (the First Amendment) to the Pedro Agreement foregoing the need for a definitive agreement, formalizing the option payment terms of the Pedro Agreement and accepting February 1, 2022 as the effective date.

- Regarding the Oro Cruz Project, the BLM published a notice of intent in the U.S. federal register and issued a press release on March 4, 2022 related to environmental permitting of Southern Empire's proposed surface exploration activities. These BLM actions officially notified the public of the BLM's intent to complete an environmental review that will analyze potential impacts to the natural, cultural and recreation resources from the proposed exploration activities and initiate federal NEPA permitting processes. In addition, as required by CEQA, the Imperial County Planning Department ("ICPD") has formally started analysis of the Oro Cruz project through the preparation of an initial study ("IS").

- For the Pedro Gold Project, Condor compiled and analyzed all the geophysical data available (2019 Direct Current Induced Polarization and 2021 airborne magnetic, radiometric and VLF surveys), providing finished products in June 2022.

- Contracted LISA CAN Analytical Solutions Inc. ("LISA CAN ") of Saskatoon, Saskatchewan on April 27, 2022, in collaboration with Western University, to assist in the assessment and understanding of the Pedro gold mineralization, by determining similarities and differences between samples from the Pedro Gold Project and Carlin-type deposits by utilizing X-Ray Fluorescence ("XRF") and

Electron Probe Micro Analysis ("EPMA") to analyze gold-mineralized Pedro drill core (Sample 643048, DDH P22-02: 46.10 - 47.14 m).

- On October 26, 2022, Southern Empire and Commander Resources Ltd. agreed to a "Second Amendment" to the Pedro Agreement such that if Southern Empire staked, optioned or purchased "Additional Properties" in the name of Minera BRG, then Southern Empire is responsible for all costs and maintenance of those Additional Properties, and if it fails to acquire Minera BRG, then all rights and titles in those Additional Properties will immediately be assigned and transferred to a Mexican subsidiary designated by Southern Empire. No changes to the underlying payment structure of the July 23, 2021 option result from either the First or Second Amendment.

- Entered into an Amendment Agreement regarding the terms of the Ronald K. Netolitzky Option Agreement. Option payments totalling $240,000 have been paid and pursuant to the terms of the Amendment Agreement, Southern Empire exercised its option to acquire a 25% interest in the Oro Cruz property by issuing a total of 2,000,000 common shares to Netolitzky at a value of $120,000 in lieu of the final two option payments totalling $200,000.

- Received an Approved Jurisdictional Determination on November 24, 2022, regarding its Oro Cruz Project in southern California from the United States Army's Corps of Engineers ("USACE").

- On November 10, 2022, acquired the option to earn a 100% interest in the Centauro Gold Project (or "Centauro") in Chihuahua, México, subject to a 3% net smelter return royalty (2% purchasable for $2,000,000), in exchange for making cash payments totalling USD $750,000, issuing 1,500,000 common shares of Southern Empire and completing work commitments of USD $800,000, all over the course of five years.

- On December 12, 2022, staked and registered the Centauro 2 Claim Application surrounding the Centauro property to the west in Chihuahua, México.

  On December 20, 2022, acquired the 23,750 ha (58,687 acre) La Loma Gold Project (or "La Loma") in Durango, México by staking.

- On August 8, 2023, received the final permit from Secretaria del Medio Ambiente y Recursos Naturales ("SERMARNAT"; Mexico's environment and natural resources ministry) for 30 exploraiton drill holes sites at its Centauro gold property located in southeast Chihuahua state.

- On August 28, 2023, acquired the option to earn a 100% interest in the Suaqui Verde copper project ("Suaqui Verde) in Sonora, Mexico, subject to a 2% net smelter returns royalty, in exchange for making cash payments totalling $2,500,000, issuing 15,000,000 common shares and incurring $3,250,000 of exploration expenditures over a period of 60 months.

- September 1, 2023, the BLM posted for public review the Oro Cruz Project signed Finding Of No Significant Impacts ("FONSI"), plus the Environmental Assessment/Mitigated Negative Declaration and associated documents.

Outlook:

Since the completion of the Qualifying Transaction on March 18, 2020, Southern Empire has aggressively acted to advance its exploration and development projects in the southwestern United States of America and, since mid-2021, its projects located in northwestern México. With $113,250 in working capital as at April 30, 2023, Southern Empire is financed to achieve its 2023 goals.

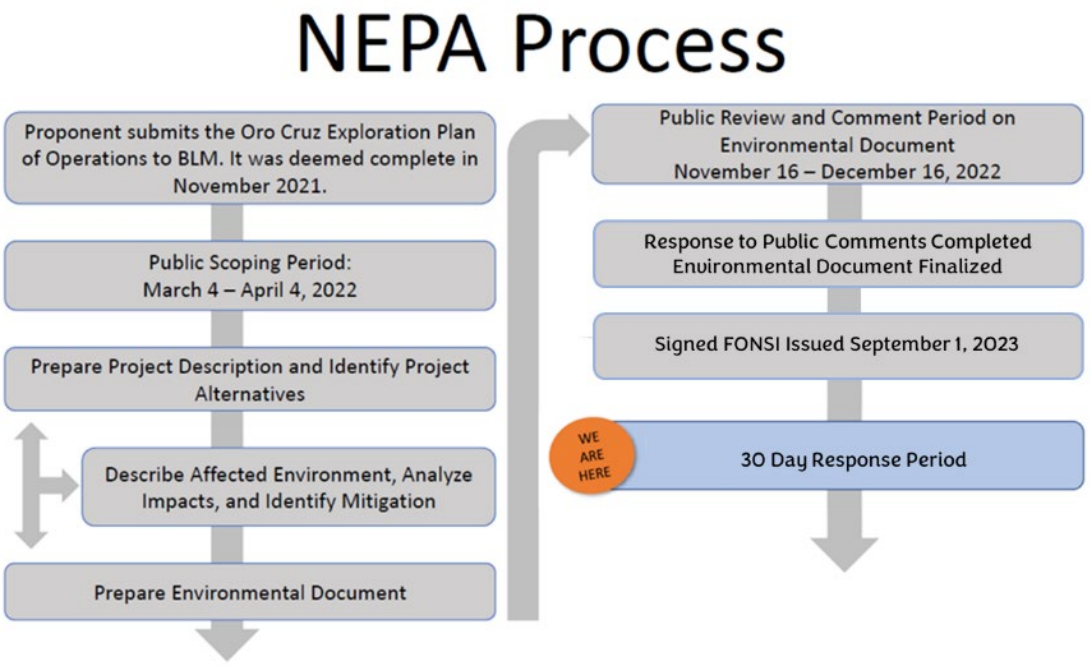
Southern Empire continues to advance permitting for its Oro Cruz Project in California, with a view to starting its initial Reverse Circulation ("RC") and core drill programs in late 2023. After completion of its procedural review, the BLM confirmed that the Mine Plan of Operations was administratively and technically complete and consistent with U.S. federal surface management regulations on November 16, 2021. On March 4, 2022, the BLM issued a press release related to environmental permitting of Southern Empire's proposed surface exploration activities as set forth in the EPO, officially notifying the public of the BLM's intent to complete an environmental review that will analyze potential impacts to the natural, cultural and recreation resources from the proposed exploration activities and initiate federal NEPA permitting processes. The initial public scoping/commentary process for the Oro Cruz Project ended on April 4, 2022. A 582-page Reclamation Plan for compliance with the State of California's *Surface Mining and Reclamation Act* (SMARA), prepared and submitted to the California Department of Conservation's Division of Mine Reclamation (DMR) for their review on June 24, 2022 was considered to be complete subsequent to DMR's review and comments received on October 28, 2022. The BLM and the ICPD agreed to the completion of a joint respective NEPA and CEQA Environmental Assessment ("EA") document. The ICPD provided a Mitigated Negative Declaration ("MND") on November 17, 2022. The BLM provided public notice for public commentary from November 17, 2022 to December 16, 2022. The ICPD provided notice for public comment from December 13, 2022 and closing January 20, 2023.

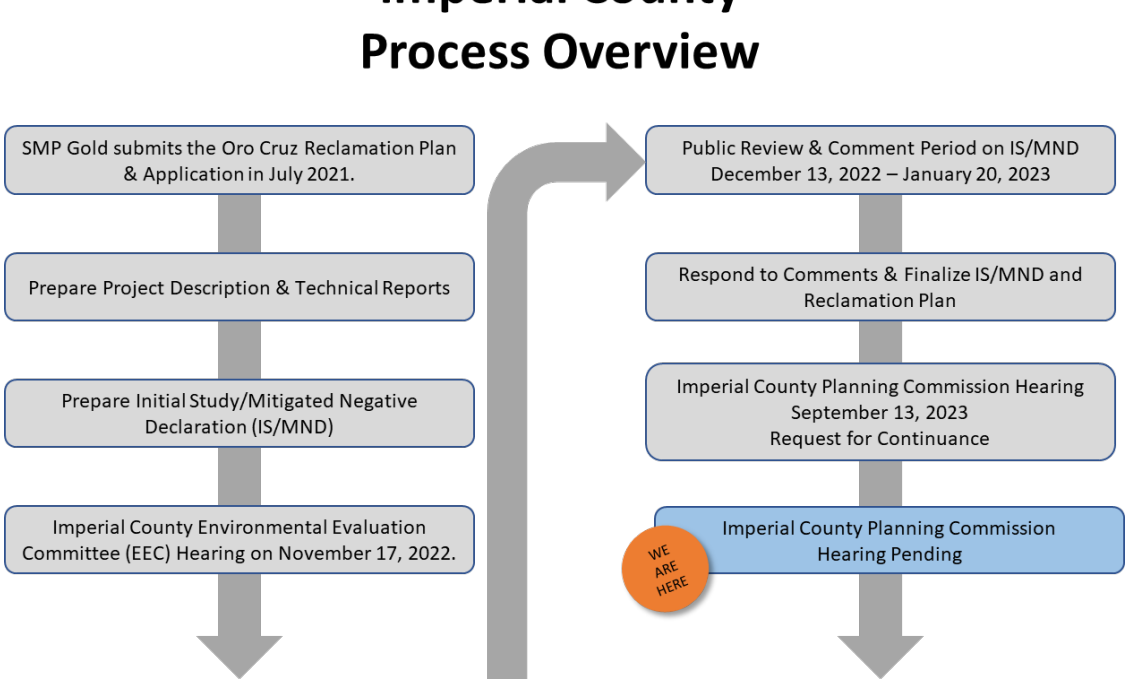
The draft EA/MND and the unsigned Finding Of No Significant Impact ("FONSI") were published for a 30-day public review period from November 16, 2022 and a Virtual Public Meeting was held on November 30, 2022. A total of 373 public comments were received by the end of the open public comment period. The ICPD held an Environmental Evaluation Committee public hearing on November 17, 2022 for review of the adequacy of the CEQA analysis within the EA/MND. Following the NEPA and CEQA public review periods, the BLM and ICPD coordinated to revise the draft EA/MND as deemed necessary. The EA/MND was finalized following additional Public review did not result in substantive revisions.

Based on information in the EA/MND, the signed FONSI, and other related documents, the BLM determined to approve the Proposed Action as described in the EA/MND for the Oro Cruz Project, and finds this action conforms to BLM NEPA requirements. The BLM further finds this action in conformance with applicable land use plans, laws, and regulations and that it will not cause unnecessary or undue degradation.

The BLM's Decision Record and signed FONSI, the Environmental Assessment/Mitigated Negative Declaration and other associated documents were posted for public review on September 1, 2023.

The Imperial County Planning Commission ("ICPC") held a hearing on September 13, 2023 to make determinations regarding the Oro Cruz Project, including, but not limited to, the adoption of the EA/MND, resolutions adopting the Mitigated Negative Declaration for the Reclamation Plan, and resolutions adopting the Reclamation Plan. The ICPC hearing was adjourned to a later date, after the ICPC requested additional consultation with the Fort Yuma Indian Tribe. A new hearing with the ICPC is now pending.





A global pandemic related to COVID-19 was declared by the World Health Organization in March 2020. On February 24, 2022 Russia invaded Ukraine, a major escalation of Russo-Ukrainian War that began in 2014. The current and expected impacts on global commerce have been and are anticipated to continue to be far-reaching. To date, globally, there has been significant volatility in commodity prices and foreign exchange rates, restrictions on the conduct of business in many jurisdictions, including travel restrictions, supply chain disruptions and more recently, global inflation and widespread central government lending

rate increases. Both COVID-19 and the war in eastern Europe have caused compounded significant ongoing global uncertainty surrounding the extent and duration of the impact they may have.

The areas of judgment and estimation uncertainty for the Company which may be impacted by these events include estimates used to determine the recoverability of exploration and evaluation assets. The impact of COVID-19 and the war in Ukraine on the global economic environment, and the local jurisdictions in which Southern Empire operates, have resulted in changes to our operations and outcomes different from our expectations. Such impacts could be material.

MINERAL PROPERTIES AND EXPLORATION

Resource Project Overviews:

The scientific and technical information contained in this MD&A has been prepared, reviewed and approved by David Tupper, P.Geo. (British Columbia), Southern Empire's Vice President of Exploration and a Qualified Person ("QP") within the context of Canadian Securities Administrators' National Instrument 43-101; *Standards of Disclosure for Mineral Projects* ("NI 43-101").

Oro Cruz Project, Imperial County, California, USA:

The Oro Cruz Project incorporates a large portion of the western side of the Cargo Muchacho Mountains in Imperial County, southeastern California (2021 population 179,851) where gold placers were first worked by Spanish colonists in the 1780's.

The Oro Cruz Project is approximately 25 kilometres ("km"; 15.5 miles) northwest of the city of Yuma, Arizona (2019 population 96,349). The Oro Cruz (or "Cross") and American Girl / American Boy mine areas, situated on the Property, are former open pit and underground gold ("Au") producers within the historically significant Cargo Muchacho - Tumco Mining District (also referred to as the Hedges Mining District). The Oro Cruz Project is approximately 14 miles southeast of the currently operating Mesquite gold mine of Equinox Gold Corp that produced its 5 millionth ounce of gold in July of 2022.

Subsequent to early Spanish placer mining, gold production from the Oro Cruz Property occurred from 1890 to 1916, from 1932 to 1941, and from the mid-1980s to November 1996, with total production estimated to be greater than 710,000 troy ounces gold. The Oro Cruz Property, which includes the Cross and American Girl / American Boy open pit and underground mines, was operated from 1987 to 1996 by the American Girl Mining Joint Venture ("AGMJV"). The Cross open pit and underground mines were briefly in production for about one year during 1995-1996 and produced about 61,000 troy ounces of gold from oxide ores before operations were suspended due to the downturn in gold prices in the mid- to late-1990s.

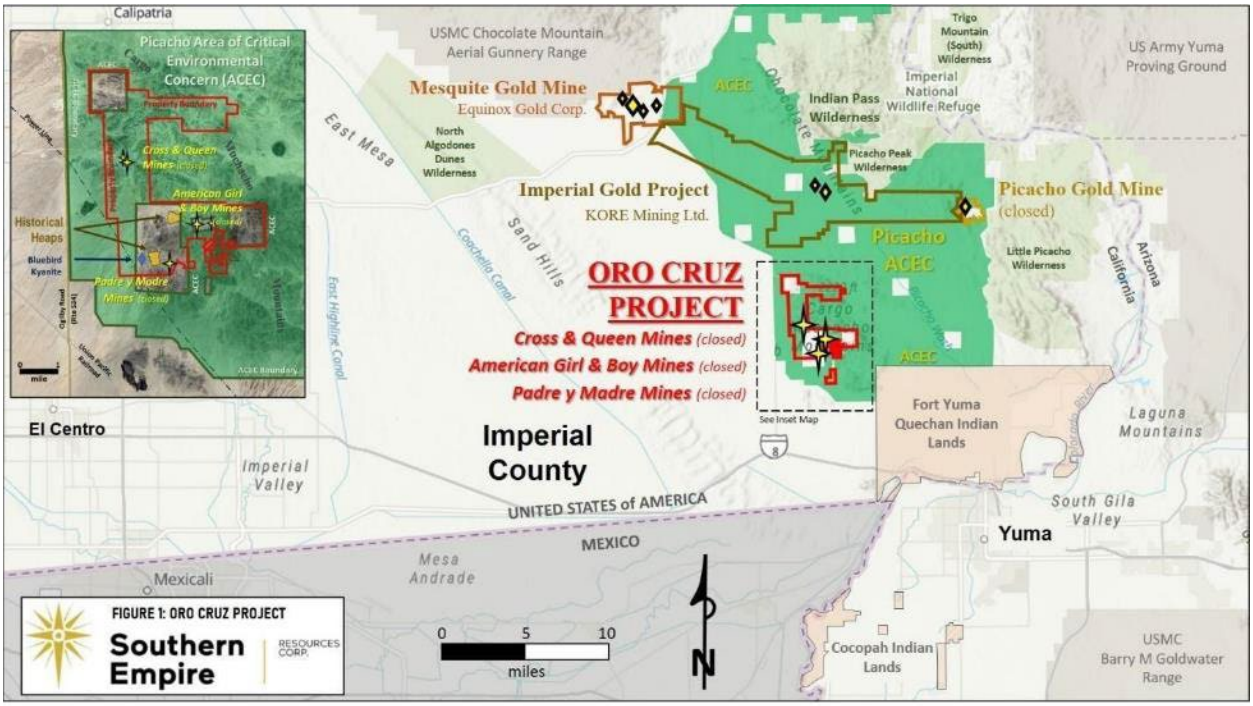
The Oro Cruz Project is accessed by 34.4 km (21.4 miles) of paved road; west via Interstate Highway 8 from Yuma, AZ, then north along County Highway S34 ("Ogilby Road") and then east by 2.4 km of unimproved BLM Route 668. A high-voltage power line crosses the property.

The Oro Cruz Project comprises 100% ownership interest in 146 BLM unpatented lode mining claims and 60 BLM unpatented placer mining claims totaling approximately 1,613 ha (3,987 acres; effective September 30, 2023) within Township and Range: T14S R20E, T14S R21E and T15S R21E (San Bernardino Meridian), and in 7 patented lode mining claims that include the formerly producing American Girl gold mine operations covering roughly 58 ha (144 acres).

Lode and placer claims located on federally owned lands are administered by the BLM. The unpatented mining claims (new and historical) are all in good standing with all holding fees paid for the current year.

The claims will remain in effect for as long as the claim holding fees are paid to both the U.S. government and Imperial County.

The Oro Cruz and nearby American Girl and Padre y Madre gold deposits are located in the Cargo Muchacho Mountains which form an isolated, northwest trending range approximately 30 kilometres long and 20 kilometres wide that is surrounded on all sides by dissected pediment and various alluvial deposits. This mountain range comprises a package of amphibolite-facies metamorphic rocks that include Jurassic gneiss and schist (derived from the volcanoclastic Tumco Formation) and several large, slightly younger Jurassic diorite, granodiorite and granite intrusive bodies (Tosdal & Wooden 2015). The Jurassic rocks are cut by numerous pegmatites with a significantly younger Late Cretaceous age. The prevailing structural fabric is a NW-striking, SW-dipping ductile foliation, which parallels the Chocolate Mountain Thrust to the east.



Location Map: Oro Cruz Project, Imperial County, California

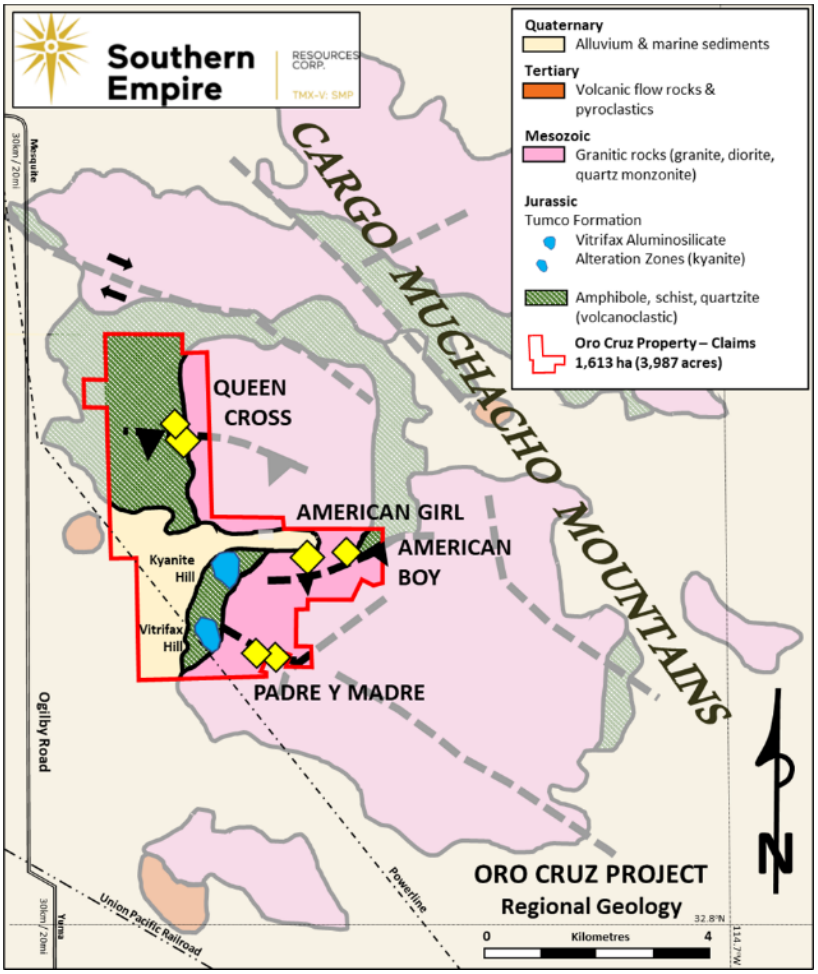
American Girl Mine Area: Historical Heap Leach Pad in background

Cross Mine Open Pit

The Oro Cruz Property gold deposits are considered northern constituents of the Caborca Orogenic Gold Belt, a Cretaceous to early Eocene Laramide Orogeny related trend of gold deposits extending approximately 600 kilometre south into central Sonora State in México. Examples of such deposits near the Oro Cruz Property include the nearby Picacho mine and the Copperstone mine in Arizona. Examples in México include Fresnillo plc's Noche Buena and La Herradura mines, and the La Choya and Quitovac deposits.

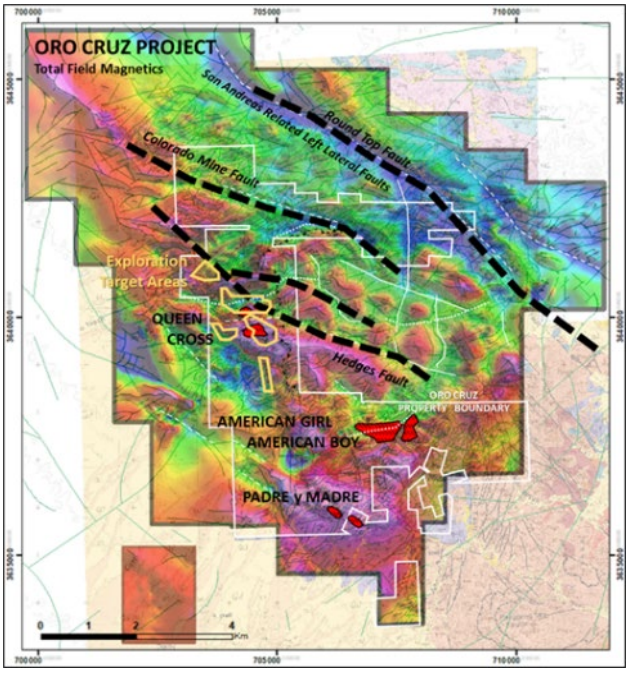
Gold mineralization at Oro Cruz is hosted by a Laramide-age thrust-sense shear zone that was reactivated during subsequent brittle faulting.

Gold is associated with primary magnetite, quartz, and epidote, with most of the original sulphide minerals having been altered to secondary copper and iron oxides along brittle structures associated with the Laramide Orogeny.



Regional Geology of the Cargo Muchacho Mountains

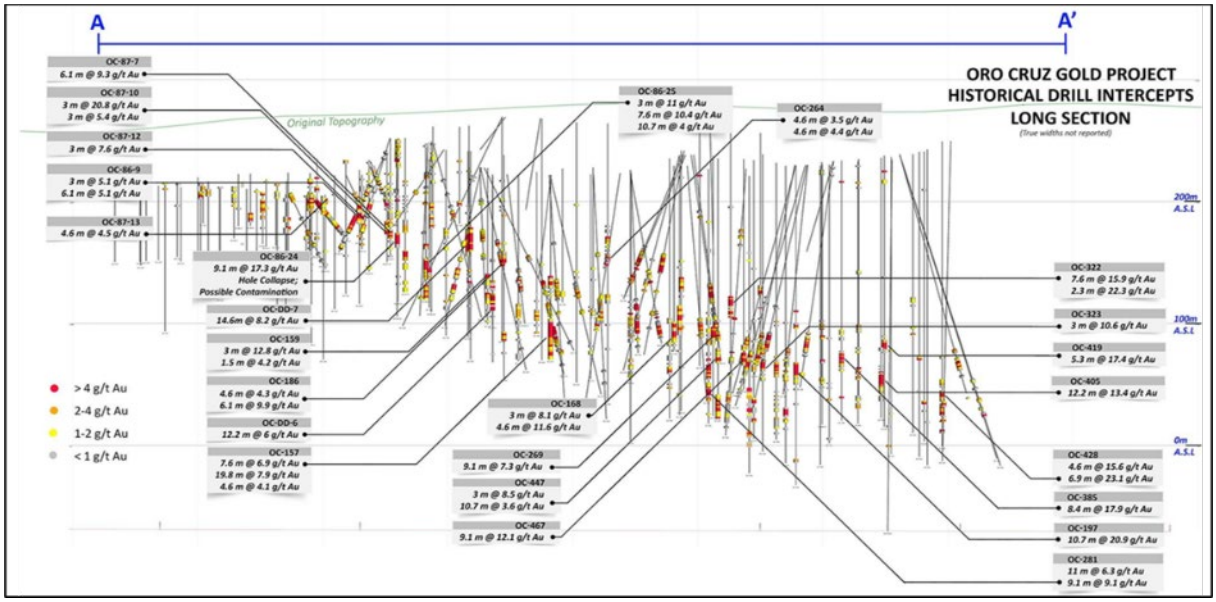
Extensive historical drilling has been completed in the Oro Cruz Project area and includes 124,359 metres (408,000 feet) in 1,417 Reverse Circulation and core holes by Newmont in the 1980's. At the Cross and Queen mine sites, between 1985 and 1991, Texas Gulf completed 76 RC holes totalling 7,188 metres (23,584 ft), and the AGMJV completed 182 RC holes totaling 23,186 metres (76,070 ft) and 9 core holes totaling 1,524 metres (5,000 ft) to successfully delineate the Queen open pit and Cross open pit and underground oxide-hosted, heap leachable resources that were later mined during 1995 and 1996, producing 61,000 ounces of gold.



2020 Regional Total Airborne Magnetic Survey

Slumping gold prices forced the early termination of mining operations at Oro Cruz in November of 1996, leaving both resources in the ground and numerous partially tested exploration targets. The current total drill hole database for the Cross mine area is based on 491 drill holes.

Prior to Oro Cruz gold production during 1995-96, the AGMJV completed a 2.4 kilometre decline plus various sub-levels, draw points and manways to facilitate underground mining of higher grade, oxide gold mineralization at Oro Cruz.



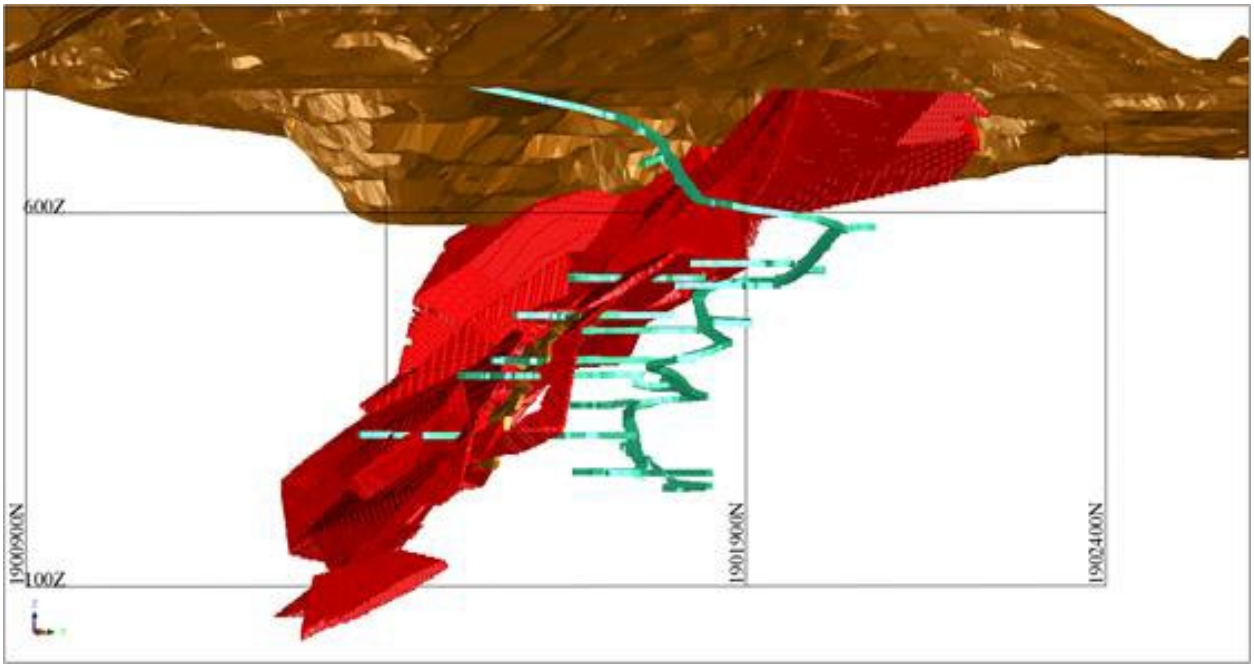
Long-section through the Cross deposit showing density of historical drilling (looking northeast)

A current NI 43-101 resource estimate does not exist for the Oro Cruz Project. While a significant amount of exploration and operational data exists for the Oro Cruz Project, this data does not currently meet the requirements for development of a resource estimate in the indicated or measured category as set forth by the Canadian Institute of Mining, Metallurgy and Petroleum (CIM) Definition Standards for Mineral Resources and Mineral Reserves.

In 2011, Lincoln Gold Mining Inc. (formerly Lincoln Mining Corporation) reported an inferred resource estimate totaling 341,800 ounces gold based on 4,386,000 tonnes averaging 2.20 grams gold per tonne ("g Au/t") at a cutoff grade of 0.68 g Au/t (4,835,000 tons at 0.07 ounces gold per ton; "oz Au/ton"). This historical inferred resource estimate is disclosed in a technical report dated April 29, 2011 prepared for Lincoln Mining Corporation by Tetra Tech, Inc. and is available on SEDAR. The historical mineral resource estimate, termed "inferred mineral resource", which is a category set out in NI 43-101, was based on previous drill hole, underground channel samples and blasthole assays, and calculated using ordinary kriging to estimate gold grades in 10 foot x 10 foot x 5 foot blocks. Accordingly, Southern Empire considers this historical estimate as relevant as it presents key targets for further exploration work by Southern Empire. However, a Qualified Person has not done sufficient work to classify the historical estimate as a current mineral resource and Southern Empire is not treating this historical estimate as current mineral resources.

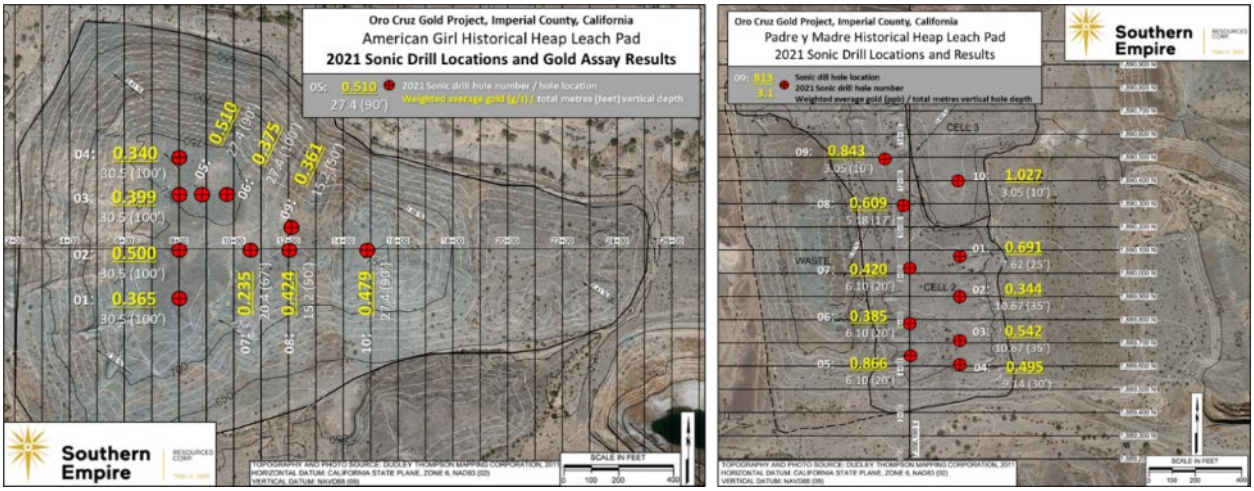
Adjacent to the Oro Cruz mine area are the historically past-producing American Girl and Padre y Madre gold mines. In excess of 500,000 ounces of gold was produced from these properties in 1988 through 1996 by the AGMJV. Southern Empire acquired the American Girl mine property in 2020.

Ten exploration target areas have thus far been identified on the Oro Cruz Project and significant potential exists for both the extension of known gold mineralization and the discovery of new gold-bearing zones. Pan concentrates and gravel samples suggest potential for placer deposits. Magnetic anomalies are thought to be associated with elevated magnetite content associated with the siliceous, gold-bearing zones.



Oblique View of Oro Cruz Mineralized Zone with Topography and Existing Development
(Red = Mineralized Zone, Green/Blue = Existing Underground Development, Brown = Topography)

Two large heap leach facilities were established as part of the AGMJV operations between 1987 and 1996. A twenty-hole sonic drilling program completed in February 2021 successfully outlined significant residual gold values remaining in these historical, decommissioned heaps. Southern Empire has contracted Blue Coast Research Ltd. in Parksville, BC and SGS Canada Inc. (Lakefield) to undertake initial metallurgical testing to assess the potential for gold recovery from the heaps.



American Girl and Padre y Madre Historical Heap Leach Sites: Gold Weighted Average Sonic Drilling Results

The Oro Cruz Property is also host to several kyanite deposits that were mined in the 1940's. Kyanite is an important, low health risk, aluminosilicate industrial mineral that has replaced asbestos-bearing materials in refractory and thermal shield applications, such as blast furnace linings, brake shoes and even atmosphere re-entry vehicles. Southern Empire plans to undertake an assessment of the kyanite potential of the property.

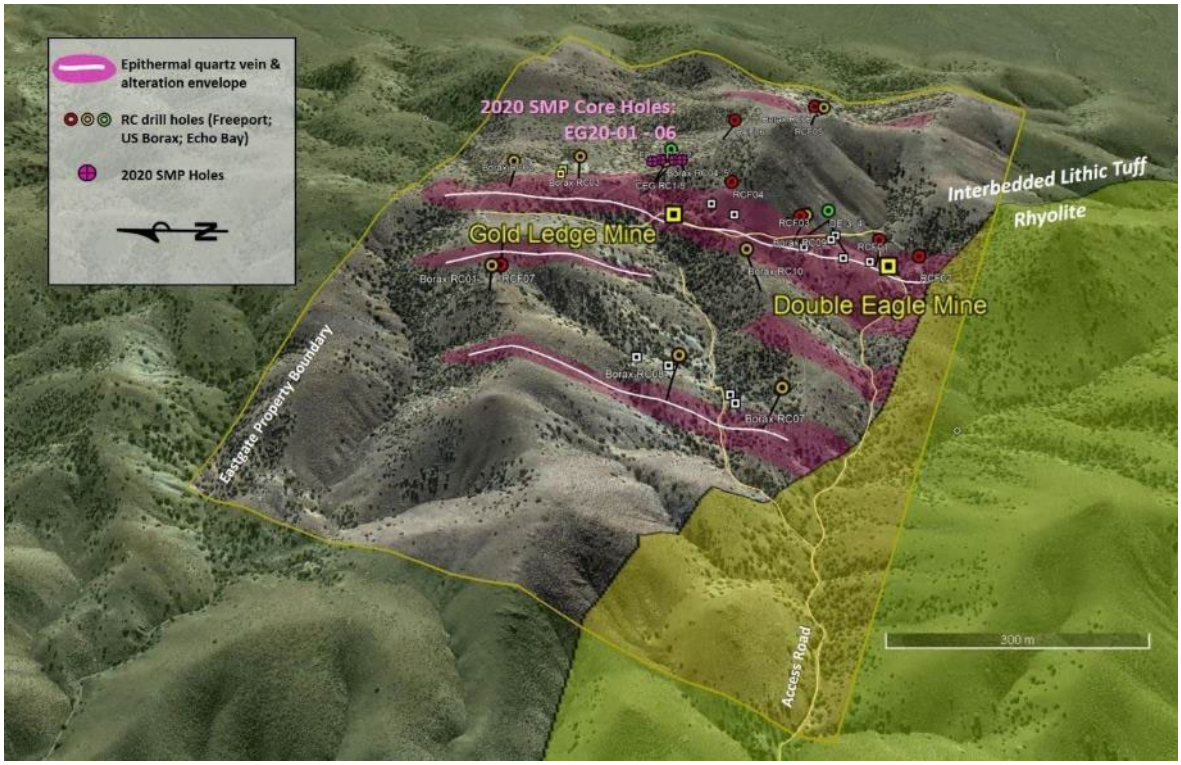
Oro Cruz Project: Vitrifax Hill Kyanite Deposit and Kyanite Mineral Specimens from Oro Cruz

Eastgate Gold Project, Churchill County, Nevada, USA:

The Eastgate Gold Project is 85% owned by Southern Empire and comprises 101 unpatented lode mining claims covering roughly 817 ha (2,020 acres) located approximately 81 km (50 miles) southeast of the city of Fallon in Churchill County, Nevada. Eastgate is located roughly 24 km (15 miles) northeast of the Bell Mountain Gold Project currently undergoing final mine permitting by Eros Resources Corp., a company that owns approximately 18% of Southern Empire.

The Eastgate area, approximately 6.5 km south of Nevada State Route 722, is underlain by felsic to intermediate Tertiary volcano-sedimentary rocks that are intruded subvolcanic intrusive breccia and dykes.

On the Eastgate property, intermittent small scale, narrow-vein production occurred between 1908 and 1920 and from 1935 to 1957 at the Double Eagle and Gold Ledge mines where gold-silver mineralized, low sulphidation, quartz-adularia ±calcite epithermal veins occur within multiple 10- to 40-metre-wide zones of intense argillic alteration that follow subparallel, steeply dipping north-northwest to north trending structures.



Eastgate Gold Project: Property Geology (Oblique View to East)

In June 2020, Southern Empire completed six HQ-size core drill holes totalling 906 metres (2,972 feet), with the first two holes testing a section of the Double Eagle high-grade gold/silver epithermal vein system, one of several vein systems at Eastgate, where in 1990 RC holes were drilled and intersected promising gold values. Southern Empire's first-pass core drilling program was designed to accomplish the following specific goals:

- Test the zone of historical RC drill assay results reported by past operators of the property, including both on section with historical holes and to within 55 metres (180 feet) both northeast and southwest along strike.
- Collect specific and correlative analytical, structural and lithological information of the vein system while incorporating accurate down hole survey control that only core drilling can provide.

The 2020 drill program successfully intercepted the target vein structure in all holes but failed, however, to confirm historical RC drilling gold assay results at the Double Eagle vein system; 2020 assay results ranged to a high of 338 ppb gold, although most samples returned values of less than 50 ppb Au.

The 2020 core drilling intersected quartz mineralization, including quartz pseudomorphs after calcite, calcite and trace, fine sulphides within broad zones of clay alteration in all six holes. Analytical metallic screening

of select samples indicated that the gold occurs primarily in the coarser fraction, however, it did not provide any explanation for the comparatively low 2020 assay results. Hole EG20-01 was drilled to intersect the vein system within approximately 3 metres (10 feet) of historical RC hole EG-04 intercept that reportedly assayed 4.57 metres of 11.8 g Au/t (15 feet of 0.343 oz Au/ton), noting that the projection of RC hole EG-04 was uncertain owing to a lack of both surface and downhole survey control during the 1999 drilling. Recoveries from the 2020 drilling averaged 93%; no recovery data is available from the historical RC holes. Although Southern Empire's initial drill results from 2020 were disappointing, these vein systems remain as targets for high-grade gold/silver deposits.

Southern Empire - México Exploration Projects

Through fiscal 2021 and 2023, Southern Empire acquired interests in four projects in northern México.

These include a string of three gold projects with bulk-tonnage scale potential extending 165 km along the proposed, southeast trending, Oligocene tectonostratigraphic **Mapimí Gold Corridor**:

- Centauro Gold Project, Escalón, Chihuahua State
- Pedro Gold Project, Mapimí, Durango State; and,
- La Loma Gold Project, Nazas, Durango.

In the Suaqui Grande area of Sonora, (approximately 140 km southeast of Hermosillo) Southern Empire also holds the:

- Suaqui Verde Copper Oxide Project, Sonora State
- VLM Property, Sonora State.

Suaqui Verde Oxide Copper Project

As announced August 28, 2023, Southern Empire Resources Corp. has entered into an agreement (the "Agreement") with Cuprum Mining Corporation ("Cuprum"), an arm's length private Canadian company, that grants Southern Empire the opportunity to acquire up to a one hundred percent (100%) interest in the share capital of Cuprum, and thereby a 100% beneficial interest in Cuprum's Suaqui Verde Copper Project ("Suaqui Verde" or the "Project") that comprises certain mineral tenements located in the mining-friendly State of Sonora in northwestern México.

Suaqui Verde Copper Project and Agreement Highlights:

- The Suaqui Verde copper deposit comprises oxide copper and secondarily enriched copper sulphide mineralization that outcrops at surface and is outlined by approximately 106 historical Reverse Circulation ("RC") and core drill holes
- The Suaqui Verde copper deposit is within the world-class Sonora-Arizona porphyry copper province
- Cuprum's mineral concessions cover approximately 1,952 hectares ("ha"; ~4,823 acres) of Suaqui Grande Municipality in the mining-friendly State of Sonora in northwestern México
- The Suaqui Verde copper deposit has been the subject of a series of unpublished, historical open pit mineral resource estimates, the most recent prepared by Independent Mining Consultants, Inc. ("IMC") of Tucson, Arizona (see Table 1 and the Cautionary Notice Regarding the Suaqui Verde Copper Project Historical Resource Estimate, below)
- The Agreement provides for water usage rights and unfettered access to the ranch land surface rights that cover the immediate area of the Suaqui Verde copper deposit
- There is good access to the Project area, ~140 kilometres ("km"; 87 miles) southeast of the city of Hermosillo (metropolitan population ~ 850,000) and 116 km (~72 miles) from the port city of Guaymas
- Local infrastructure and workforce is available in the nearby town of Suaqui Grande (8 km; 5 miles)

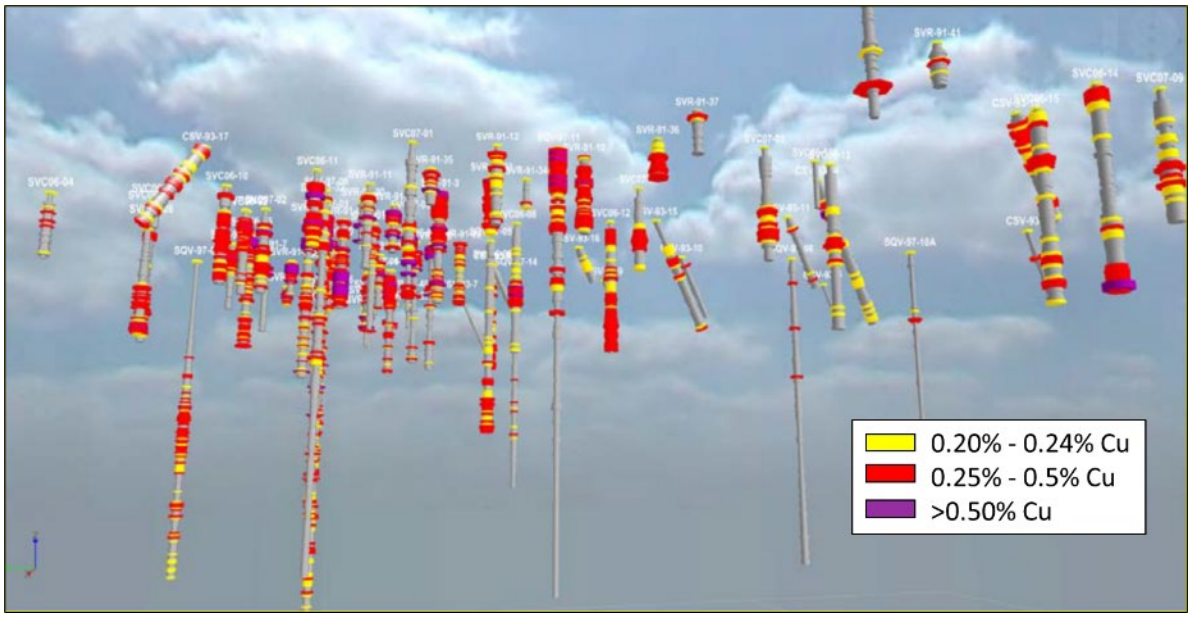
- Potential development scenarios may include lower-cost open pit mining and bulk heap leaching, or alternatively, in-situ leaching; both possibilities potentially leading to cathode copper production through solvent extraction-electro winning SX/EW processing methods
-

Geology and Copper Mineralization of the Suaqui Verde Area

The Suaqui Verde Copper Project area covers an outcropping, oxidized porphyry copper deposit located in the world-class Sonora-Arizona porphyry copper province (also known as the "Laramide" or the "Southwestern North America" porphyry copper province) where more than twenty porphyry copper-molybdenum deposits have been mined for decades.

Porphyry copper provinces are time-space clusters of porphyry copper deposits. The Sonora-Arizona porphyry copper province comprises adjacent parts of the American states of Arizona, New Mexico and Texas, and the Mexican states of Sonora, Chihuahua, northern Sinaloa, and Baja California. This province contains the world's second largest copper endowment; an estimated total (production + reserves + resources) of 295 million tonnes, 96% of which is in deposits of Laramide age (~80–45 million years; "Ma"). The province was particularly fertile between 69 and 54 Ma, bracketing the Suaqui Verde deposit mineralization, which is dated at 57.0 ±0.3 Ma (Barra et al, 2005).

The Suaqui Verde copper deposit area has been explored by minor underground development and about 150 historical, mostly vertical RC and core drill holes completed by companies including: American Smelting and Refining Company (ASARCO in the 1940s; now part of Grupo México, S.A.B. de C.V.); Industrias Peñoles, S.A.B. de C.V. (in 1964); Minera Constelación, S.A. de C.V. (Cominco Ltd. in 1971-1972; now Teck Resources Limited); Duval Corp.; Azco Mining Inc. ("AZCO" in 1991); Cambior Inc. ("Cambior" in1992-1994; now Iamgold Corporation); Phelps Dodge Corporation ("Phelps Dodge" in 1996; now Freeport-McMoRan Inc.) and Minera Corum S.A. de C.V. ("Minera Corum" in 2006-2007; now Cuprum). Overburden is generally shallow and the first 50 meters of the copper mineralized zone often returns poor drill recoveries. Copper mineralized zones are known to continue laterally beyond the drill-defined limits of the deposit and only a few Phelps Dodge drill holes started to explore the copper potential at depth.



Modelled mineralized drill intercepts (Leapfrog). View looking upward to the southeast

The geology of the Suaqui Verde project area is similar to other calc-alkaline porphyry-style copper deposits of the region, featuring a multi-phase intermediate (silicic) Laramide age intrusive complex intruding Cretaceous andesitic rocks of the Tarahaumara formation.

Supergene oxidation, leaching and enrichment have modified the character and position of Suaqui Verde copper mineralization creating an irregular zone of copper oxides, which may reach depths of up to 350 meters. Supergene copper mineralization consists of a mix of chrysocolla ($(Cu,Al)_2H_2Si_2O_5(OH)_4 \cdot nH_2O$), chalcocite ($Cu_2S$), brochantite ($Cu_4SO_4(OH)_6$) and minor malachite ($Cu_2CO_3(OH)_2$) and libethenite ($Cu_2PO_4OH$). Chrysocolla and chalcocite are regarded as the most desired mineral species for potential extraction of copper by leach processes. Limonitic copper minerals include cupro-hematite and other metallic gangue minerals include hematite, goethite, jarosite and the manganese oxide, neotocite.

Hypogene mineralization comprises pyrite (FeS_2), chalcopyrite ($CuFeS_2$), and molybdenite (MoS_2). Gypsum is common along fractures especially near sulphide-bearing areas.

Historical metallurgical test work indicates that Suaqui Verde copper mineralization should be amenable to either conventional open pit mining and heap leach copper extraction, or alternatively, in-situ leaching. If either of these operational methods were to be implemented, they would produce a copper-enriched solution from which high-purity cathode copper could subsequently be produced by SX-EW (solvent extraction-electrowinning) processing.

In 2008, an independent, historical open pit mineral resource estimate was prepared as an internal report for Cuprum by Independent Mining Consultants, Inc. ("IMC") of Tucson, Arizona. IMC's unpublished, historical open pit mineral resource estimate, at selected cut-off grades and based on 106 total drill holes completed between 1991 and 2007, is set out in Table 1.

Table 1: IMC's Suaqui Verde Historical (2008) Open Pit Mineral Resource Estimates at Selected Cutoff Grades:

Cutoff Grade (Total Cu)	Indicated		Inferred	
	k tonnes	Total Cu, %	k tonnes	Total Cu, %
0.30	22,370	0.362	1,603	0.375
0.28	31,194	0.341	1,916	0.361
0.26	43,534	0.321	2,497	0.340
0.25	51,261	0.311	2,921	0.328
0.24	59,699	0.301	3,281	0.318
0.22	80,070	0.281	3,996	0.302
0.20	106,159	0.265	5,113	0.282
0.15	153,035	0.238	8,603	0.239
0.10	160,053	0.234	10,575	0.217

Please refer to the "Cautionary Notice Regarding the Suaqui Verde Copper Project Historical Resource Estimate" below.

Geological mapping and structural interpretation, drilling and satellite alteration mapping (ASTER) suggest the Suaqui Verde copper porphyry system has been structurally tilted to the northeast, supporting the potential for deeper sulphide zones extending at depths below historical drilling.

Location, Access and Infrastructure

Suaqui Verde is in the Municipality of Suaqui Grande approximately 140 km southeast of the city of Hermosillo, the capital city of Sonora, México (metropolitan area population ~880,000). The deep water port city of Guaymas is approximately 116 km from the Project.

Suaqui Grande is a town located 8 km (5 miles) west of Suaqui Verde that was founded in 1620 by the Spanish missionary *Martín Burgencio.* Access to Suaqui Grande is by national paved highway from Hermosillo. The Suaqui Verde mineral tenements are accessible throughout by a network of unimproved roads. Given the arid local climate and minimal annual rainfall, these gravel roads remain in good condition year-round.

Suaqui Grande can provide all basic infrastructure required for project assessment, including electricity, water, housing, office and secure core storage facilities and internet communications.

Material Terms of Southern Empire's Agreement to Acquire up to One Hundred Percent of Cuprum

Pursuant to the Agreement and subsequent to the Completion Date, Southern Empire, at its sole election, may exercise the Option to acquire up to a one hundred percent (100%) shareholding in Cuprum as follows:

Due Dates	Agregate Earned	Cash (CAN$)	SMP Common Shares	Exploration Expenditures
Within 90 days	10%	$500,000	7,500,000	n/a
On or before 15 months	20%	$250,000	7,500,000	$750,000
On or before 30 months	30%	$500,000	n/a	$750,000
On or before 45 months	50%	$500,000	n/a	$750,000
On or before 60 months	50%	$750,000	n/a	$1,000,000
	100%	**$2,500,000**	**15,000,000**	**$3,250,000**

2% Net Smelter Return Royalty may be payable subsequent to commencement of commercial production. The Agreement and the obligations of Southern Empire pursuant to the Agreement shall be subject to:

- acceptance by the TSX Venture Exchange (the "Exchange") of any and all filings required to be made with the Exchange in respect of the Option and/or the herein subject matter;
- receipt of a title opinion showing that, unless specifically acknowledged and accepted otherwise by SMP, the mineral concessions that comprise the Suaqui Verde Copper Project are free and clear of all charges, encumbrances and claims;
- there being no adverse environmental liabilities or reclamation costs regarding the Suaqui Verde Copper Project unless specifically acknowledged and accepted by SMP;
- if necessary, the entry into an agreement required by the laws of Mexico in connection with the Option or ownership of the Suaqui Verde Copper Project; and
- the approval of the board of directors of SMP

Southern Empire will give notice to Cuprum of its intention to proceed on the date that it satisfies the foregoing conditions precedent (the "Completion Date").

Work planned for the Suaqui Verde Copper Project includes additional drilling, sampling and metallurgical analysis, re-assaying samples of historical drill core intervals (if available), resurveying drill hole collar locations, claims and surface lands, reviews of historical drill core logs and a check of original assay certificates against the reported assays and drill hole database.

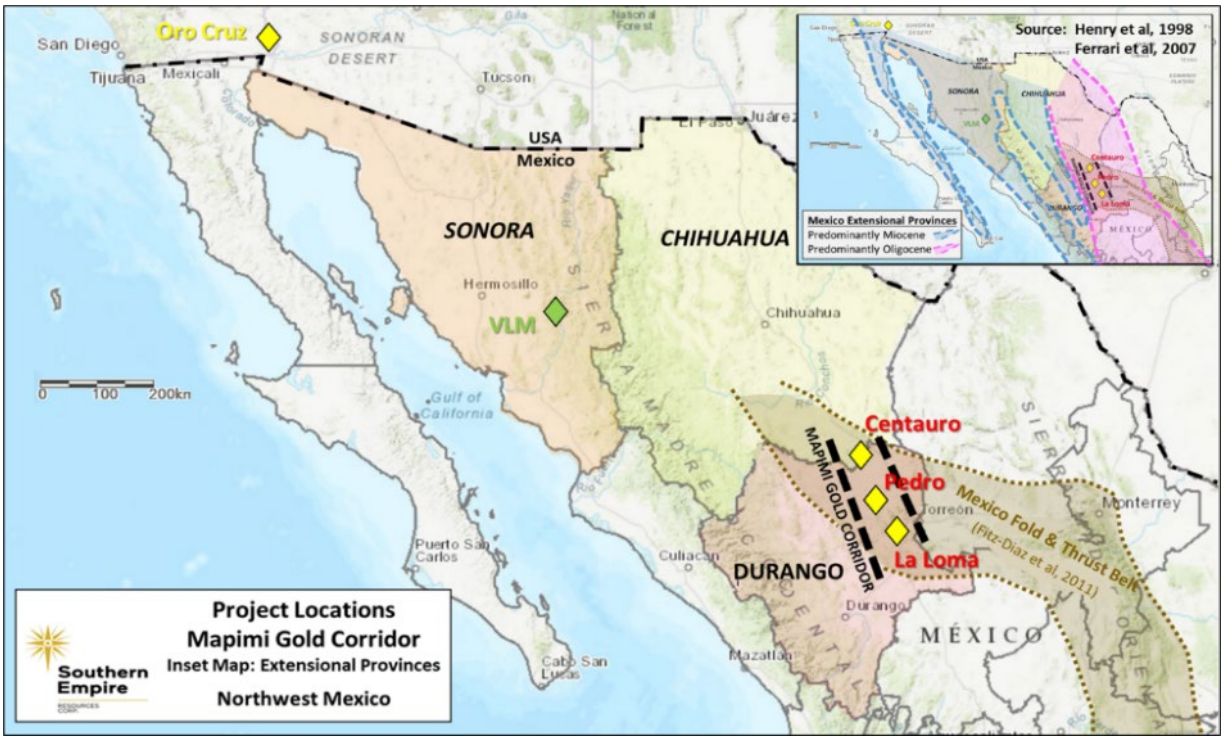
Gold Projects: the "Mapimí Gold Corridor"

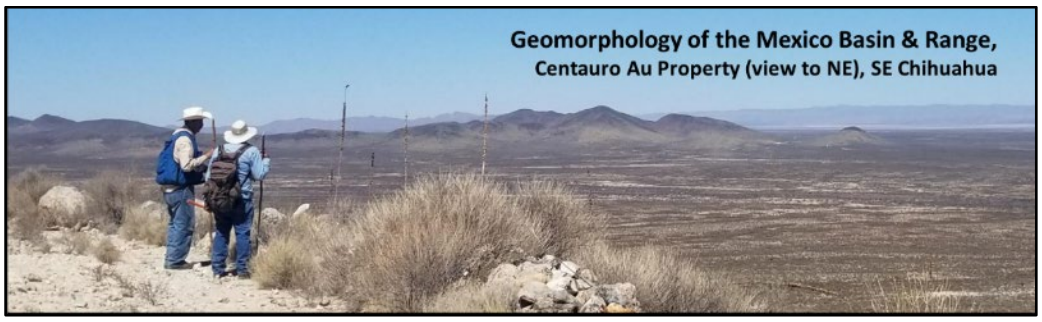
The postulated Mapimí Gold Corridor is highlighted in part by the occurrence of gold and a suite of specific indicator elements present at Southern Empire's Centauro, Pedro and La Loma properties.

At Centauro and Pedro and, to an extent, the lesser studied La Loma, a range of similar, specific geological, mineralogical, alteration and geochemical features are present supporting the possibility of the Mapimí Gold Corridor being a gold metallogenic belt of low sulphidation epithermal and/or Carlin-style deposits, and gold enriched carbonate replacement deposits (CRDs). The Mapimí Gold Corridor is situated along the northwestern end of the Sierra Madre Oriental mountain range where Cretaceous carbonate stratigraphy of the Mexican Fold and Thrust Belt has undergone east-west Oligocene extension related to development of the México Basin and Range physiographic province. The Mapimí Gold Corridor is also host to significant precious and base metal Carbonate Replacement Deposits ("CRD"; eg. Ojuela, Platosa) and epithermal deposits.

The Centauro, Pedro, and La Loma Gold Projects occur within a belt of Cretaceous limestone, sandstone and mudstone lithologies exposed along the northern portions of the 2,000 km-long Mexican Fold and Thrust Belt ("MFTB"), a thin-skinned, orogenic tectonic wedge of both Seier and Laramide orogenic associations. Kilometre-scale, brittle thrust faults dominate deformation of these platform carbonate rocks, while more ductile, mesoscopic buckle folds and associated cleavage dominate deformation in the basinal carbonates (Fitz-Diaz et al, 2012). The overall trend of the MFTB is NW-SE, except through the east-west Transverse Sierras Sub-province, part of a primary, oroclinal fold from the western hinge of which the Mapimí Gold Corridor extends.

During the Oligocene Epoch, while subduction of the Farallon Plate remained active, east-west extension began along the eastern margins of the Sierra Madre Occidental, including all of the northwest end of the MFTB and east through the Transverse Sierra Sub-province, forming the Mexican "Basin and Range" physiographic province (Ferrari et al, 2007).



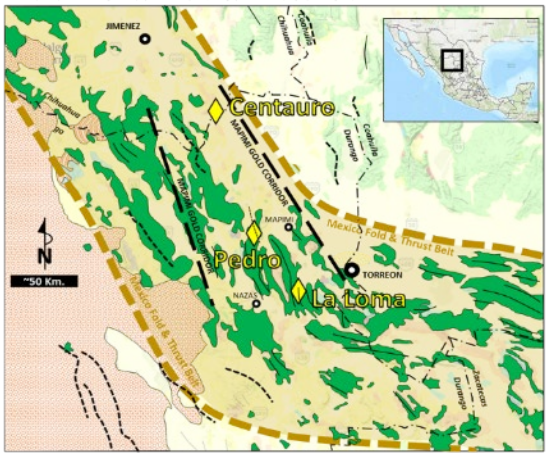


The Mapimí Gold Corridor aligns with north-northwest trending grabens related to the Oligocene extension, as do various Eocene to Oligocene age intrusives of granodiorite to monzonite and volcanic eruptive centres of predominantly rhyolitic ignimbrite. Centauro is spatially associated with an Eocene monzonite intrusion and the Pedro region includes multiple Oligocene granodiorite plugs and plutons. Graben structures throughout the eastern sections of Mexican Basin and Range province are also associated with limestone-dominated polymictic conglomerates and basinal sediments of the Eocene to Oligocene Ahuichila Formation.

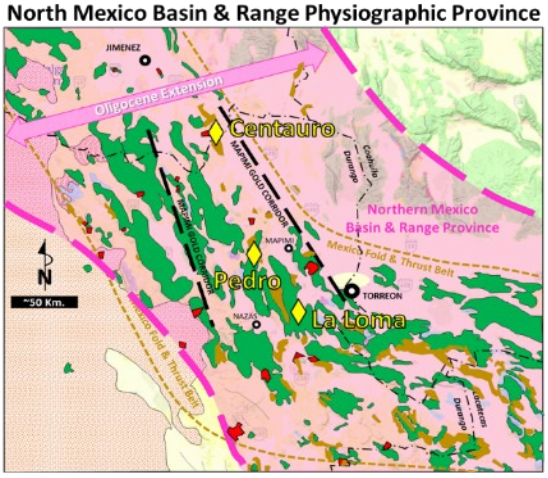
The Centauro, Pedro and La Loma properties additionally highlight the tectonostratigraphic-defined Mapimí Gold Corridor that includes thick fold and fault repeated Cretaceous carbonate stratigraphy, north-northwest trending graben structures of the Oligocene Mexican Basin and Range province and linearly associated Eocene to Oligocene centres of intrusive activity and limestone conglomerates. The characteristics of exploration interest include:

- anomalous gold ("Au"); silver ("Ag") low to absent);
- anomalous regional arsenic ("As"), mercury ("Hg"), antimony ("Sb"), thallium ("Tl") and fluoride ("F") geochemistry (lead ("Pb"), zinc ("Zn"), copper ("Cu") low to absent); and,
- pervasive silica and clay alteration.

North Mexican Fold & Thrust Belt



North Mexico Basin & Range Physiographic Province



Northern Mexico Basin & Range Physiographic Province (Ferrari et al, 2007)
Oligocene (ca. 32 Ma – ca. 24 Ma) — North central Mexico east-northeast extension

Mexican Fold & Thrust Belt (MFTB) Orogenic Sequences (Fitz-Diaz et al, 2012)
Maastrichtian – Eocene (71.5 Ma – 36 Ma) — Laramide Orogeny; D2 deformation
Late Cretaceous (97.5 Ma – 67.0 Ma) — Sevier Orogeny; D1 deformation

Anticline — Thrust — State Boundary

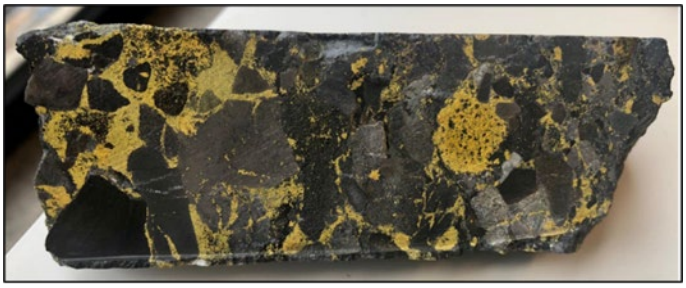
Quaternary: Sediments: gravel, sand, silt
Tertiary: Rhyolite, dacite (Sierra Madre Occidental)
Paleogene: Ahuichila Fm: conglomerate, shale, mudstone
Paleogene: Intrusive; monzonite, granodiorite, rhyolite
Cretaceous: Limestone; limey sandstone, shale, mudstone
Jurassic: Sediments; volcanics

The regional setting of the Mapimí Gold Corridor is associated with numerous, specific geological, mineralogical and geochemical characteristics observed at Centauro, Pedro and La Loma that strongly support the proposition that the Mapimí Gold Corridor has significant potential to host a bulk-minable, Carlin-style gold deposit.

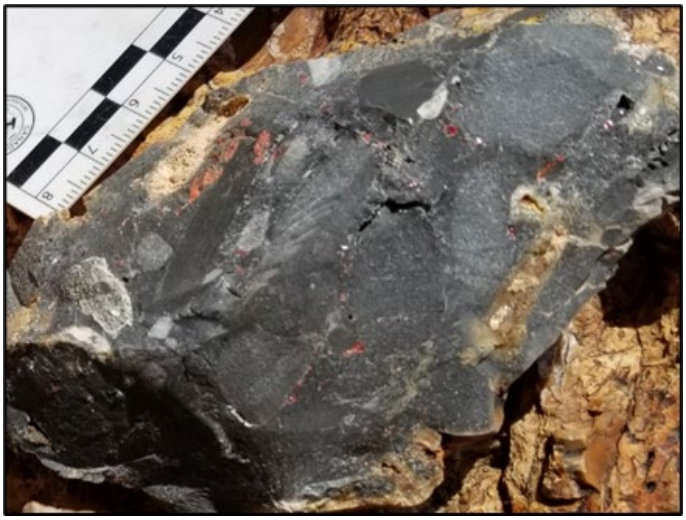
CARLIN CHECKLIST Adapted from: Muntean, J.L., Cline, J.S. *Introduction, Diversity of Carlin-Style Gold Deposit*s. 2018 Society of Economic Geologists, V.20, pp1-5.	**Observations Made (√)** **Further investigation Required (x, +/-)**		
	Centauro	**Pedro**	**La Loma**
Extensional Tectonic setting	√	√	√
"Dirty" carbonate host rocks	√	√	√
Au-As-Sb-Hg-(Tl-Te) geochemical signature	√	√	√
Replacement mineralization with structural and stratigraphic controls	√	√	x
A lack of veins as mineralization host	√	√	x
Hydrothermal alteration characterized by dissolution and silification of carbonate rock and argillization of silicates	√	√	+/- (SiO2: ASTER)
Au-As-Sb-Tl-Hg-(Te) geochemical signature in both the mineralized and mineral-stage pyrite that is low in Ag (Ag/Au <1)	√	√	x
The majority of gold is microscopic ("invisible"), followd by late orpiment , realgar and stibnite	√	√	x
Fine microscopic sulphides	√	√	x
Low to no silver (Ag)	√	√	√
Mineral paragenesis is chatacterized by arsenian rims on pytite	x	√	x
Gold in the Form of Au^{-1} in pyrite	x	x	x
Temperatures and depth of formation (~180-240°C, 2-3 km)	x	x	x
Lack of clear relatinship with upper crustal intrusions, as exemplified by a lack of minerological element zoning at scales of <5 to 10 km laterally and <2km vertically.	x	x	x

Applied to Centauro and Pedro specifically, and to a lesser extent La Loma, the Mapimí Gold Corridor compares favourably on the above checklist of "Carlin-style" characteristics adapted from Muntean & Cline (2018).

The geology of the Pedro and Centauro properties (those being the best studied), provides numerous examples to support this conclusion, not the least being late-stage orpiment and realgar mineralization observed in silicified, brecciated Ahuichila Formation limestone conglomerates.

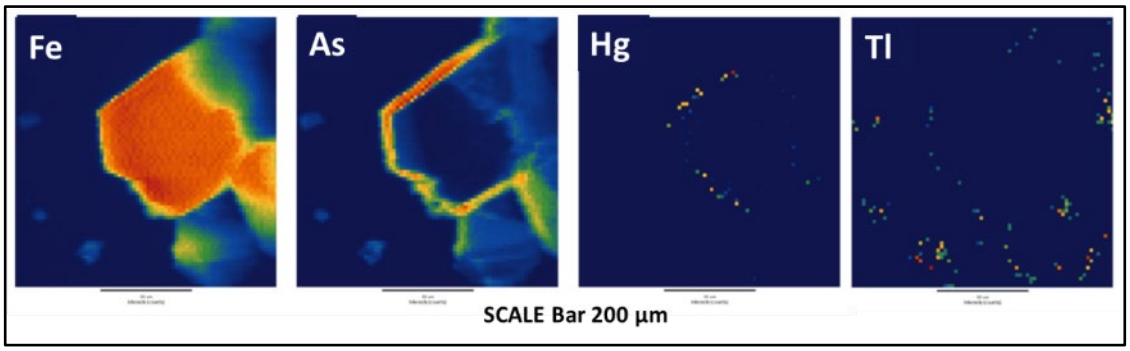


Pedro Gold Project: Quartered HQ-size drill core specimen with orpiment mineralization (yellow) replacing limey matrix in silicified, brecciated limestone conglomerate (0.750 g Au/t; averaged samples S43451 & S43451R; hole P22-02; 46.0m to 47.4m).



Centauro Gold Project: Blebby to semi-massive realgar and orpiment in siliceous breccia (0.042 g Au/t; surface grab sample 796497).

Mineralogical studies using a Synchrotron Micro-XRF to map constituent pyrite grains were completed in 2022 on specimens from Pedro drill hole P22-02 (46.0m to 47.4m) by LISA CAN, in collaboration with Western University (see image below)



Synchrotron radiation micro-X-Ray fluorescence (SRμ-XRF) was conducted by LISA CAN on representative pyrite grains in sample SER-2B. The LISA CAN study, with its exceptional sampling capability (<2μm spot size) provides further support for Pedro mineralization being "Carlin-style" in that:

- Trace elements Hg and Tl were associated with pyrite grains.
- Hg and Tl occur together in the arsenical rim of pyrite grain SER-2B-1-1.
- No gold was identified.
    - Hg and Tl are not associated with one another
    - Hg is heterogeneously distributed in most pyrites
    - Sb was not identifiable due to overlap between diagnostic of XRF emission peaks for it and calcium-potassium (Ca-K).

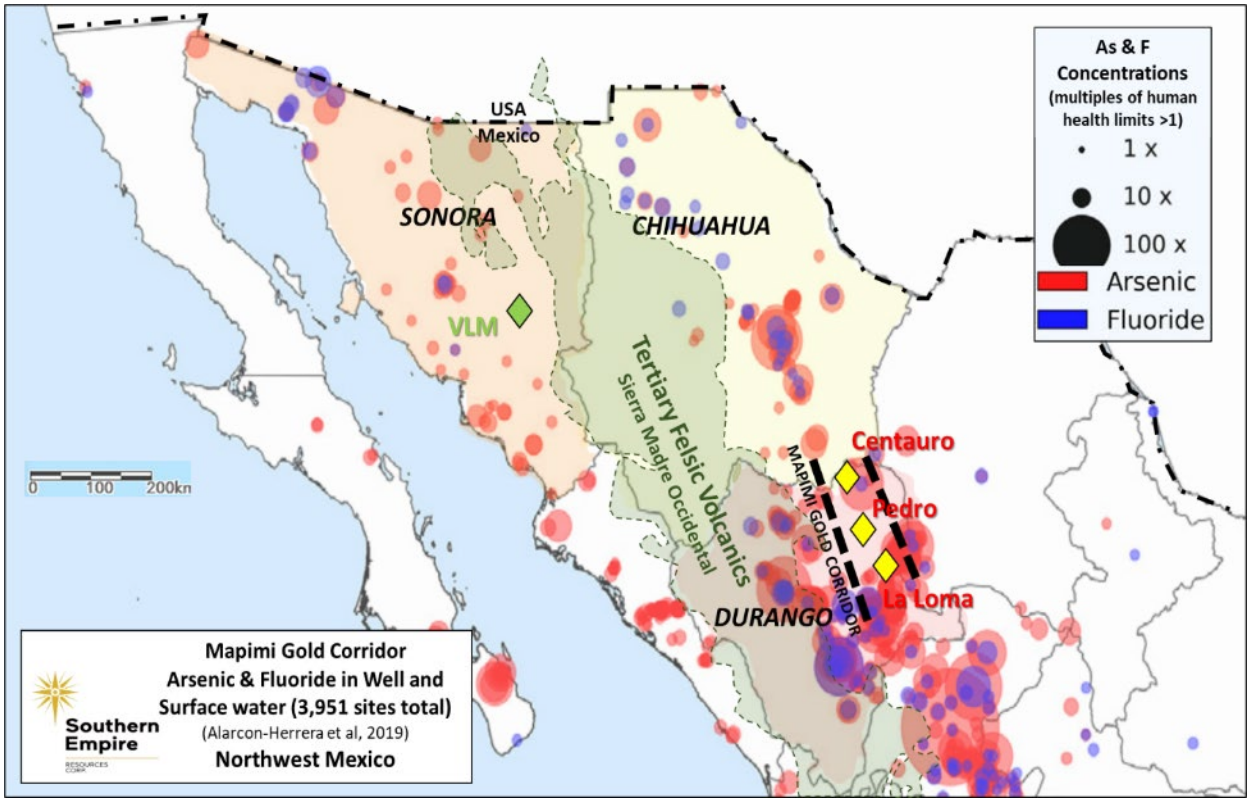
As observed at both Centauro and Pedro, gold mineralization is predominantly associated with hematite-stained, weak to moderately silicified brecciated limestone conglomerates of the Eocene to Oligocene Ahuichila Formation. The Ahuichila Fm. is a predominately limestone, heterolithic conglomerate associated with NNW trending graben structures (sandstone, tuffaceous sandstone and conglomerates) that stratigraphically overlies the Late Cretaceous to Eocene Caracol Formation. The silicified auriferous breccia zones are typically linear, following probable NNW structures. The silicified conglomerate zones at both Centauro and Pedro are highlighted by kilometre-scale, coincident geochemical soil anomalies of Au (>10 ppb), As (>100 ppm), plus Sb, Th, Hg & Ba.

Significant Intercepts - Historical Pedro & Centauro Core Drilling

Hole Number	From (m)	To (m)	Core Length (m)	Weighted Averages						
				Gold (g/t)	Ag (g/t)	Hg (ppm)	As (ppm)	Sb (ppm)	Tl (ppm)	Mo (ppm)
Pedro										
LP14-011D	4.00	9.60	**5.60**	**0.590**	-	-	-	-	-	-
P22-02	38.35	58.17	**19.82**	**0.311**	0.1	6.2	1815	30.3	99	1
P22-03	40.07	56.00	**15.23**	**0.577**	0.1	7.3	1191	8.0	131	1
P22-06	2.00	16.75	**14.75**	**0.327**	0.3	8.7	1659	83.4	11	16
Centauro										
CEN08-07	9.00	59.00	**50.00**	**0.284**	2.4	100	565	66.0	-	19
Include	55.20	57.20	2.00	4.340	13.4	57	689	16.0	-	32
CEN08-10	3.00	91.10	**88.10**	**0.237**	8.4	2718	1178	15.0	-	239
Include	3.00	10.50	7.50	1.922	62.8	2554	1358	1.3	-	486
CEN09-15	12.00	82.90	**70.90**	**0.145**	6.5	21	1098	202.0	-	10
CEN09-16A	36.00	148.40	**112.40**	**0.125**	7.5	20	968	124.0	-	8
CEN09-27	9.00	43.40	**34.40**	**0.232**	5.7	23	1127	272.0	-	-

Further detailed discussions of the Centauro, Pedro and La Loma properties following provide further details in support of the conclusions that the Mapimí Gold Corridor has the potential to host a bulk-minable Carlin-style gold deposit.

A study designed to map potential impacts to human health from naturally occurring arsenic and fluoride in water (groundwater and surface water) throughout northwest México was undertaken in 2017 (Alacon-Herrera et al, 2019). Although the study was designed for a very different purpose, and the reported data is sparse and incomplete suite of chemical elements is reported, naturally occurring As and F geochemical signatures clearly identify eastern Chihuahua and Durango as As and F anomalous regions. This further supports the concept of a potential gold-endowed metallogenic province in eastern Chihuahua and Durango states. Irrespective of the assumptions made in the study about the source of As and F in water in the region, the presence of highly anomalous As and F deposit areas as identified in Centauro, Pedro and likely La Loma seem more than just coincidental to the naturally high levels of As and F mapped in water samples in the region by this study.



The above figure shows As and F concentrations from groundwater and surface water sources sampled in 2017 throughout northwest México (14,058 samples taken from 3,951 sources), as reported by Alacon-Herrera et al, 2019 in the human health study. Only sites at or above human health limits are plotted; 639 of 5,951 sites (16.2%) had As values above the human health limit of 10 µg/L As, and 184 of 3,951 sites (3.8%) were above the human health limit of 1500 µg/L F. Anomalous sites are predominantly located in the arid plateaus of eastern Chihuahua, Durango and Zacatecas states. The study attributes the arid climate of the central Mexican plateau as key to the perseverance of As and F in the environment and proposes that Oligocene to Miocene felsic volcanic rocks of the Sierra Madre Occidental are a contributing source.

Access and infrastructure along the majority of the Mapimí Gold Corridor is good, with federal toll highway 490 and state highway 49, the FerroMex main rail line and 230 kV NORMX electrical transmission power lines running the length of its eastern boundary. Pedro is accessed from state highway 30 running west through Mapimí. All 3 project areas are within a 1.5-hour drive of the sister cities of Gomez Palacio, Durango and Torreon, Coahuila, a major manufacturing and transportation hub with reliable regional air service and excellent medical facilities.

Pedro Gold Project, Durango, México

On July 23, 2021, Southern Empire entered into an option agreement (the "Pedro Agreement") with Commander Resources Ltd. ("Commander") allowing Southern Empire to acquire a 100% beneficial interest in the Pedro Gold Project in northeastern Durango State, México through an option to acquire Commander's Mexican subsidiary, Minera BRG C.V. de S.A. .

Located in the Mapimí mineral district, the approximately 1,788-ha (4,418 acres) Pedro Gold Project covers private ranch lands located approximately 80 km (50 miles) west-northwest of the city of Torreón (metropolitan area population ~1,500,000) and 30 km west of Mapimí (population ~5,700). Mapimí is the site of the historical La Ojuela high-grade silver mine, which in 1887 was the first operating mine of Compañía Minera de Peñoles, now Industrias Peñoles, S.A.B. de C.V.

Year-round access to the Pedro Gold Project is by paved Mexican Federal Highway 30 and secondary gravel roads.

Pursuant to the Pedro Agreement dated July 23, 2021, Southern Empire may, at its election and over a 3-year period, acquire a 100% beneficial interest in Minera BRG, S.A. de C.V., the Mexican subsidiary of Commander that owns a 100% interest in mineral tenements, by:

(a) paying CAD $25,000 (paid) and issuing 100,000 common shares (issued at a value of $14,500) to Commander on the Completion Date;

(b) on or before the first anniversary of the Completion Date, either paying to Commander an additional CAD $125,000 or issuing to Commander such number of Shares of Southern Empire having a value CAD $125,000; which was settled with the payment of $25,000 and the issuance of 1,000,000 common shares of Southern Empire (issued));

(c) on or before the second anniversary of the Completion Date, either paying to Commander an additional CAD $250,000 or issuing to Commander such number of Shares of Southern Empire having a value CAD $250,000;

(d) on or before the third anniversary of the Completion Date, either paying to Commander an additional CAD $300,000 or issuing to Commander such number of Shares of Southern Empire having a value CAD $300,000; and

(e) incurring Exploration Expenditures totalling CAD $1,500,000 as follows:

  (i) CAD $400,000 by the first anniversary of the Completion Date (incurred); and

  (ii) incurring an additional CAD $1,100,000 by the third anniversary of the Completion Date.

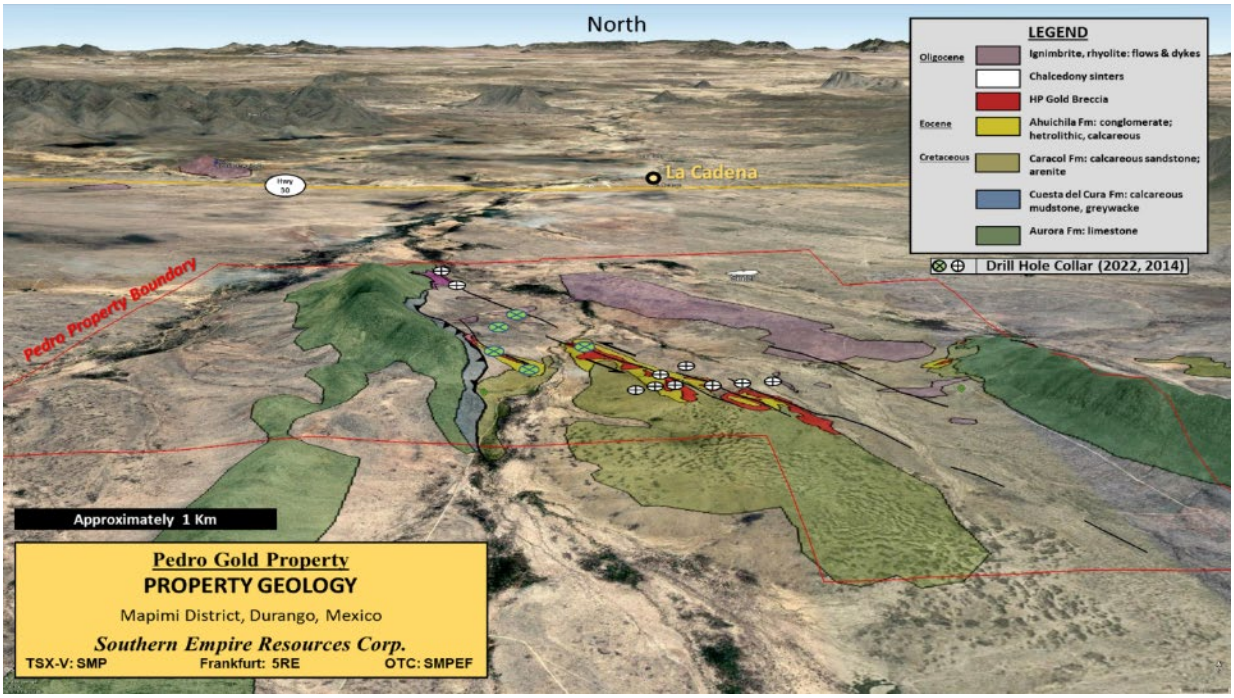
Commander will retain a 2% Net Smelter Return Royalty interest on future production from the Pedro Gold Project.

On February 1, 2022, Southern Empire and Commander signed an amendment (the First Amendment) foregoing the need for a definitive agreement, formalizing the option payment terms of the Pedro Agreement and accepting October 23, 2021 as the effective date. The Exchange accepted the Pedro Agreement for filing on February 3, 2022.

On October 26, 2022, Southern Empire and Commander agreed to a "Second Amendment" such that if Southern Empire staked, optioned or purchased "Additional Properties" in the name of Minera BRG, then Southern Empire is responsible for all costs and maintenance of those Additional Properties, and if it fails to acquire Minera BRG, then all rights and titles in those Additional Properties will immediately be assigned and transferred to a Mexican subsidiary designated by Southern Empire. No changes to the underlying payment structure of the July 23, 2021 option result from either the First or Second Amendment.

Geology and Exploration History of the Pedro Gold Project Area:

The Pedro Gold Project covers prospective "Basin and Range" geology including the Caracol Formation, which is a rhythmically interbedded to interlaminated sequence of carbonaceous limestone, calcareous siltstones, weakly calcareous turbiditic sandstones, and shales. The property is focused around the locally defined "HP Breccia", a gold-bearing, hematite-stained, weak to moderately silicified and brecciated, predominately limestone conglomerate associated with regional graben structures (sandstone, tuffaceous sandstone and conglomerates) that stratigraphically overlies the Caracol Formation. The HP Breccia occurs throughout a 4,000 m by 1,000 m area outlined at surface by coincident gold (>10 ppb) and arsenic (> 100 ppm), thallium, barite, antimony and mercury soil anomalies. Selected surface grab samples from prominent silica-rich ridges (featuring angular chalcedony fragments and silicified sedimentary rocks within angular, coarse breccias) returned up to 2.26 g Au/t. Portions of the soil anomaly are underlain by older carbonate rocks of the Aurora and Cuesta Del Cura Formations where partially outlined soil geochemical anomalies indicate potential for the discovery of additional gold zones.



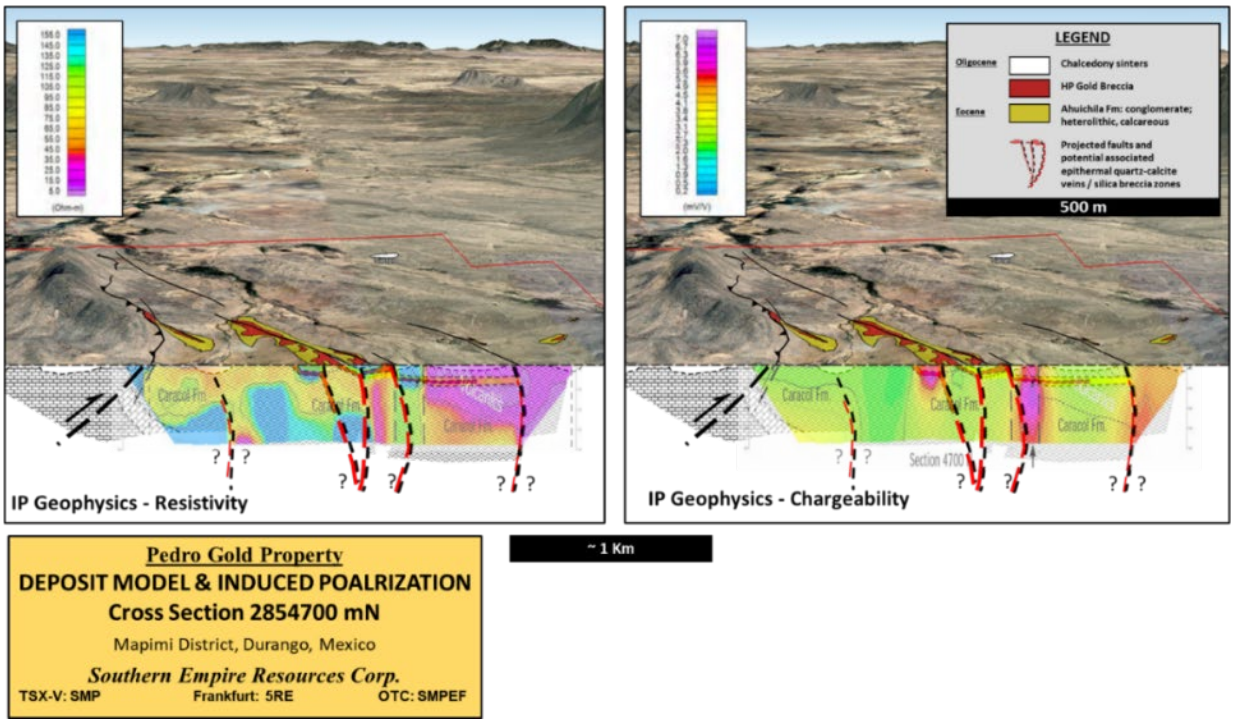
Pedro Gold Project property geology; oblique view to north.

A drill program comprising 11 mostly vertical drill holes totalling 1,744 m (5,722 feet), of which two holes (409 m) were cored and the remaining drilled by reverse circulation, was completed in 2014 by Newmont de México, S.A. de C.V ("Newmont"), a wholly-owned subsidiary of Newmont Mining Corporation. This drill program was specifically designed to test for Carlin-style gold mineralization associated with the Caracol Formation, which underlies the conglomerates and did not target the outcropping breccias. Newmont's

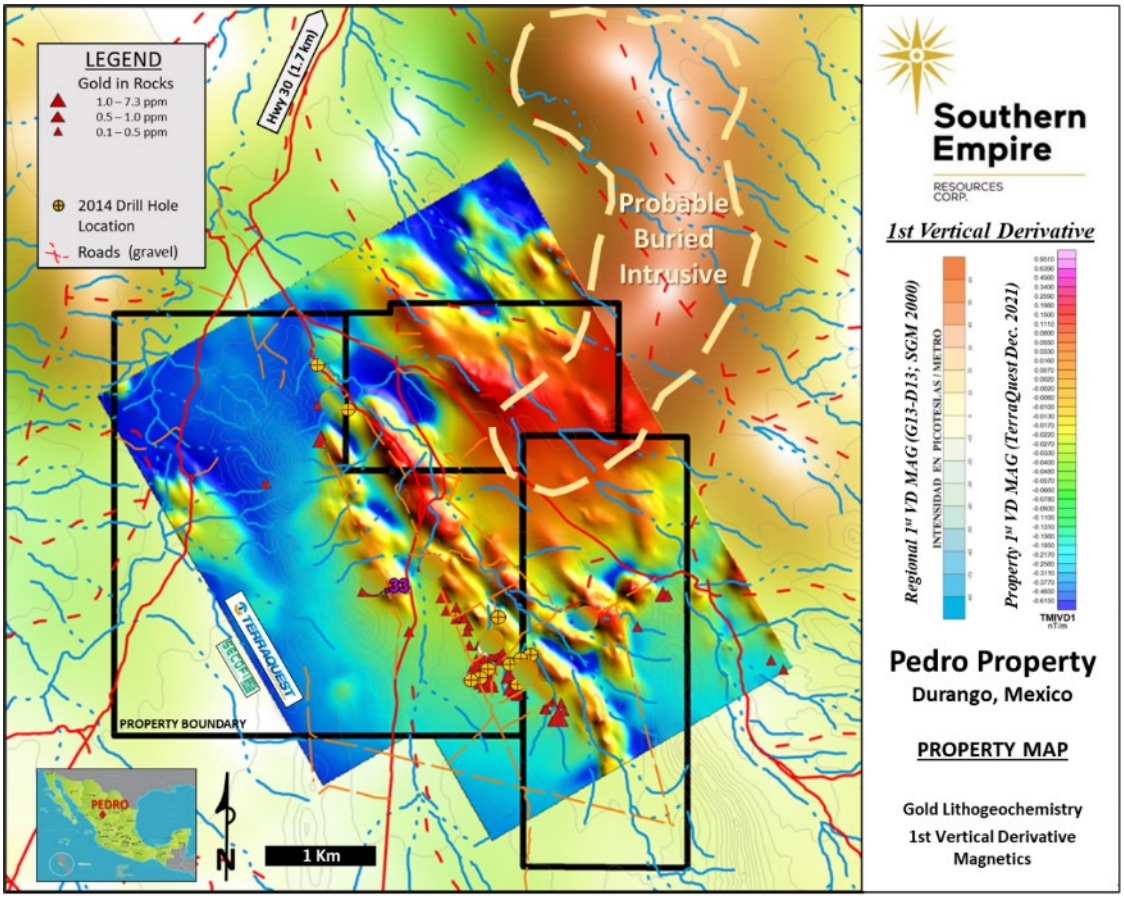
drilling did, however, encounter gold within breccias including in hole LP-013-R that returned 10.5 metres grading 0.51 g Au/t from oxidized, silicified conglomerate.

Newmont's 2014 drill results (only gold and silver reported) reflect the results from surface sampling and show that gold is generally strata-bound, predominantly hosted in limestone dominated, polymictic basal conglomerates up to 45m thick of the Oligocene Ahuichila Formation. Gold mineralization is generally associated with the HP Breccia, as represented by northwest trending zones of weak to strong silicification and brecciation. No significant gold values detected within the underlying Caracol Formation sandstones (source: Bearing Lithium Corp. News Release, July 3, 2014). The Newmont drilling also did not provide evidence of feeder structures to the strata-bound gold in the conglomerates. Detailed lithological core logging was limited by only 2 of 11 holes being core.

In late 2019, Commander undertook a 70 line-kilometre IP survey outlining targets, which show elevated resistivity with low to moderate chargeability, that correlate with known, surface-exposed Au zones found along the basal contact of the conglomerate. The IP also outlined other zones having a distinct, deep vertical expression reflecting possible structures that are interpreted as possible feeder structures to the surface Au zones. The IP survey also outlined targets beneath post-mineral cover, suggesting a much larger footprint to the known gold mineralized system.



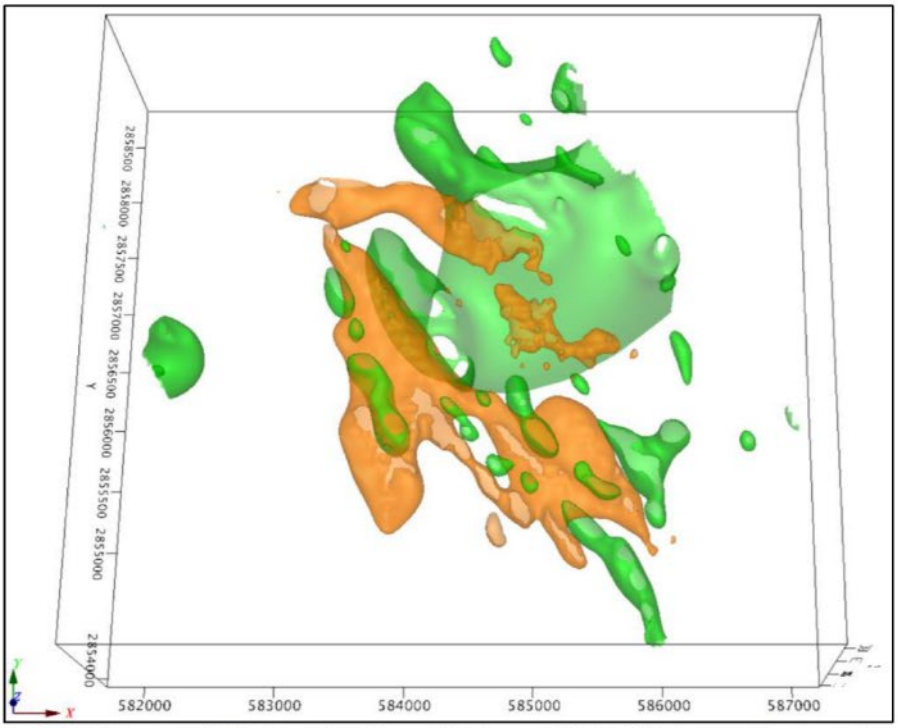
Pedro Property Cross Section 2845700N: Chargeability and resistivity induced polarization survey data (oblique view looking north).



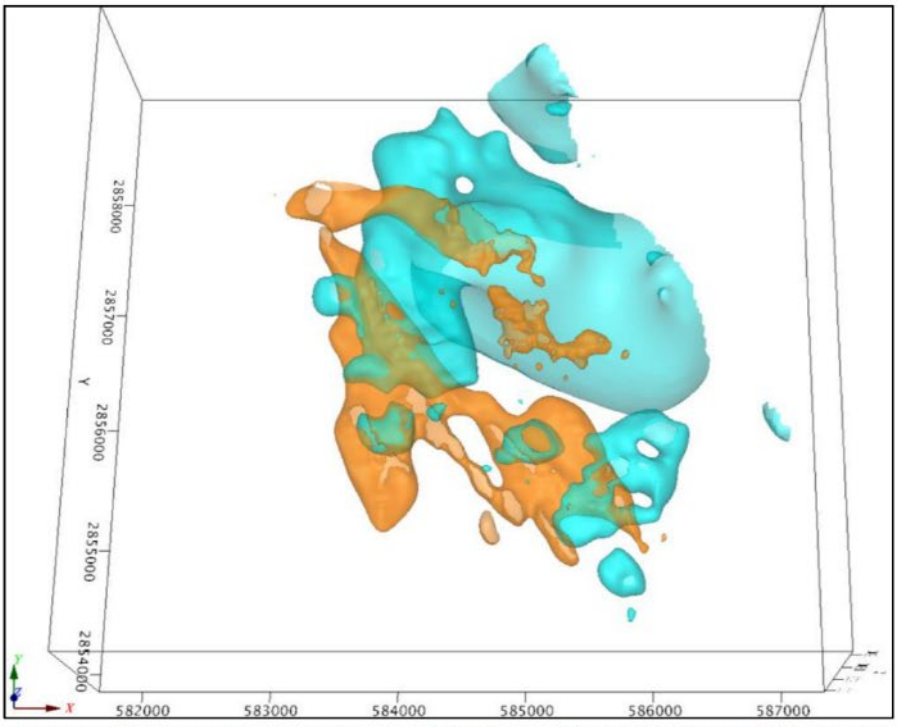
Regional and 2021 Property 1st Vertical Derivative Magnetics

A 384 line-kilometre airborne magnetic and radiometric survey completed by Terraquest Ltd. in December 2021, on behalf of Southern Empire outlines possible geological structures within the survey area. Combined with other regional geophysical data, the magnetic response suggests a shallow buried intrusive body lying to the northeast of the property.

The following figures developed by Condor North Consulting, ULC. of Vancouver in 2022, show isosurfaces derived from the susceptibility (green) and magnetization vector (MVI; blue) amplitude models, respectively. The 5 mV/V isosurface from the chargeability mode (orange is also shown in the figures. A large, deep-seated (>1 km) magnetic high is seen in both the susceptibility and MVI models on the northeastern side of the survey area. This may be an intrusive source for potential epithermal mineralization. The other magnetic features are mainly small, shallow bodies in the vicinity of the chargeability anomalies.



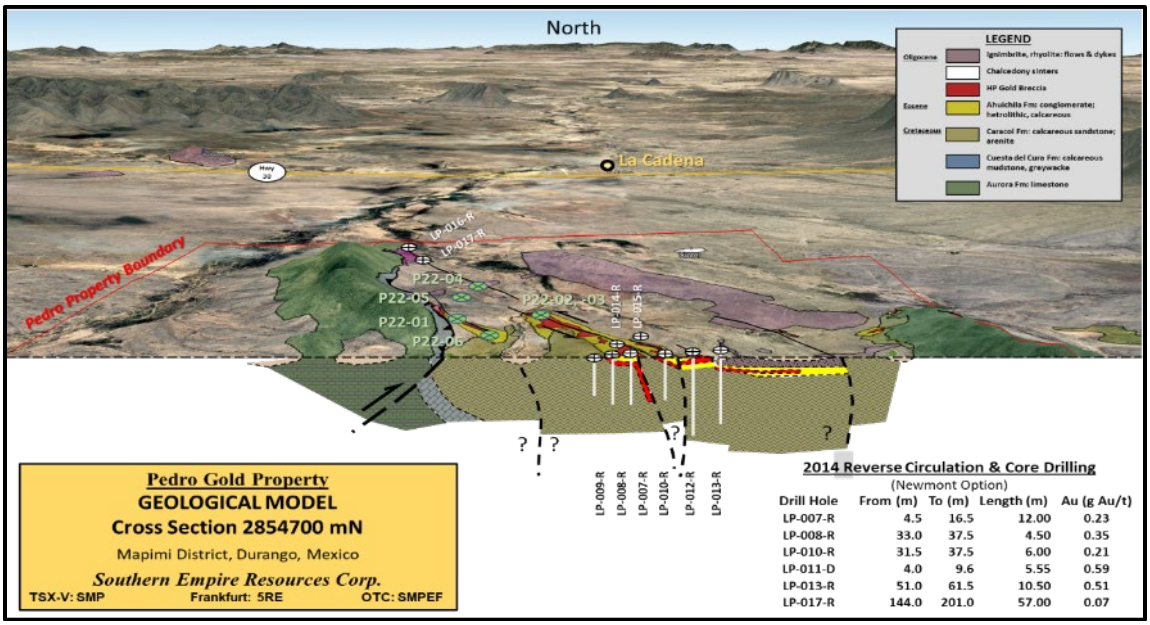
The 0.003 SI susceptibility isosurface (green) is shown with 5 mV/V chargeability isosurface (orange).



The 0.003 SI MVI amplitude isosurface (teal) is shown with 5 mV/V chargeability isosurface (orange).

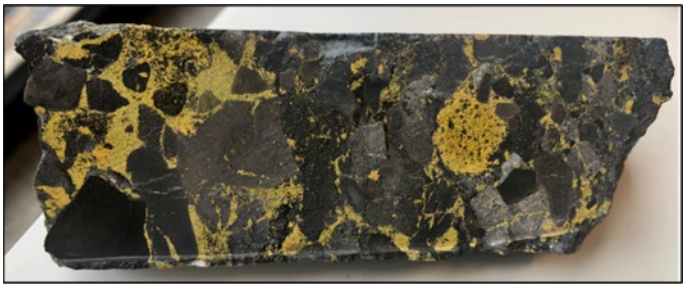
2022 Pedro Drilling

Prior to its 2022 drilling program, re-interpretation of the Pedro property geology, 2014 drilling and geophysical survey results led Southern Empire to consider both a Carlin-type sediment hosted system and a low-sulphidation, epithermal vein deposit system as potential ore deposit models for the property. The 2022 drill program was designed to test both models .



Schematic cross section 2854700N showing 2022 and 2014 drilling

In January and February 2022, Southern Empire completed four HQ and two NQ-diameter core drill holes totaling 856.3 metres, partially infilling a 2.2 km data gap in Newmont's 2014 drilling. In Southern Empire's 2022 drilling, significant orpiment (an arsenic sulphide mineral; As_2S_3) and lesser realgar (AsS) were encountered in holes P22-01, -02, 03 and -06 within the HP Breccia conglomerates and, to a lesser extent, in the underlying Caracol Formation sandstones. Trace- to clotty/blebby and matrix-filling orpiment is present in holes P22-02 and -03 over intervals of up to 20m.

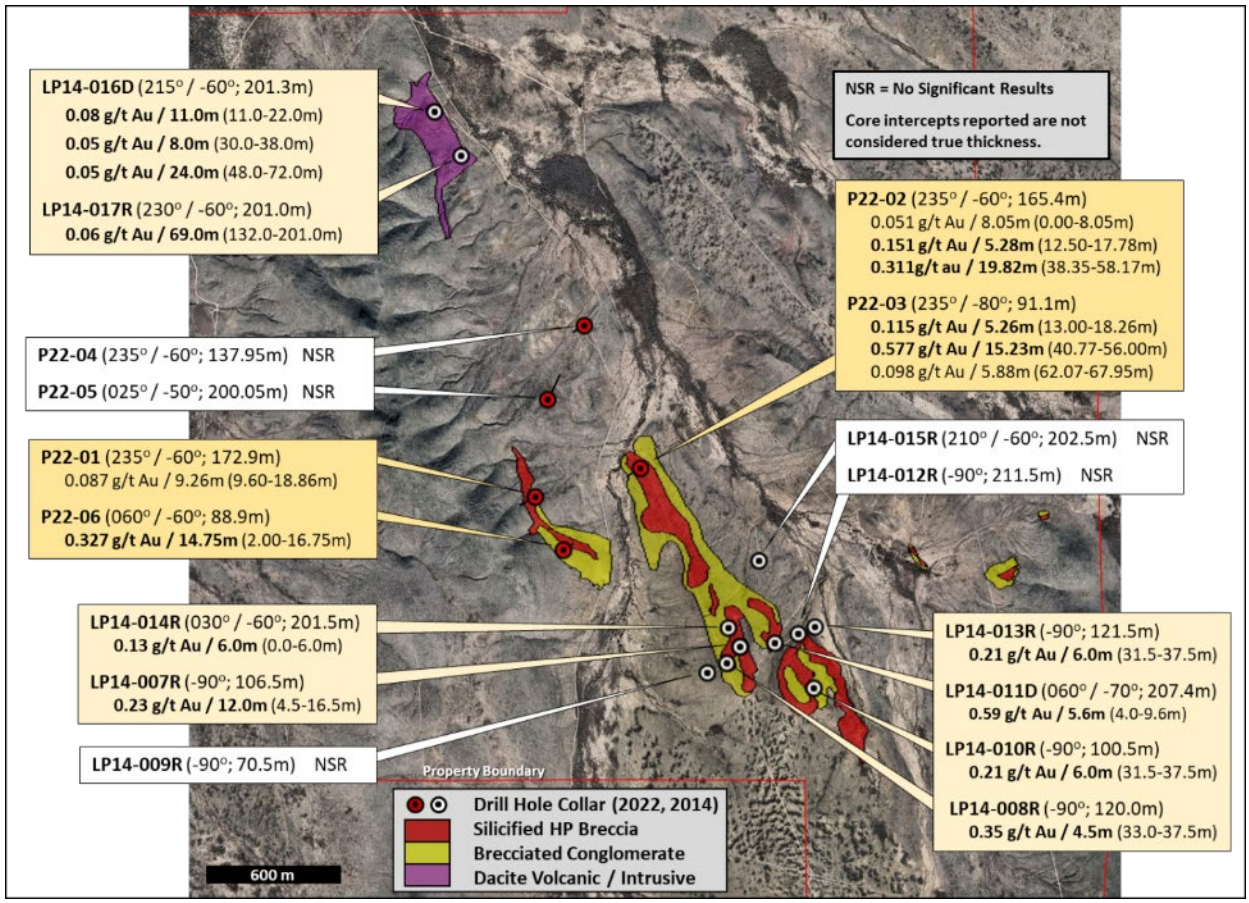


Matrix-filling and disseminated blebs and clots of orpiment (yellow mineral) in silicified, brecciated limestone conglomerate (Hole P22-02; 46.74m to 46.86m)

In its April 27, 2022 news release, Southern Empire announced the results of its Pedro Gold Project Phase 1 core drilling program, including:

Core Hole P22-01	9.26 m (9.60m – 18.86m)	0.087 g Au/t
Core Hole P22-02	19.82 m (38.35m – 58.17m)	0.311 g Au/t
Core Hole P22-03	15.22 m (40.77m – 56.00m)	0.577 g Au/t
Core Hole P22-06	14.75 m (2.00m – 16.75m)	0.327 g Au/t

Holes P22-05 & P22-05 returned no significant results.

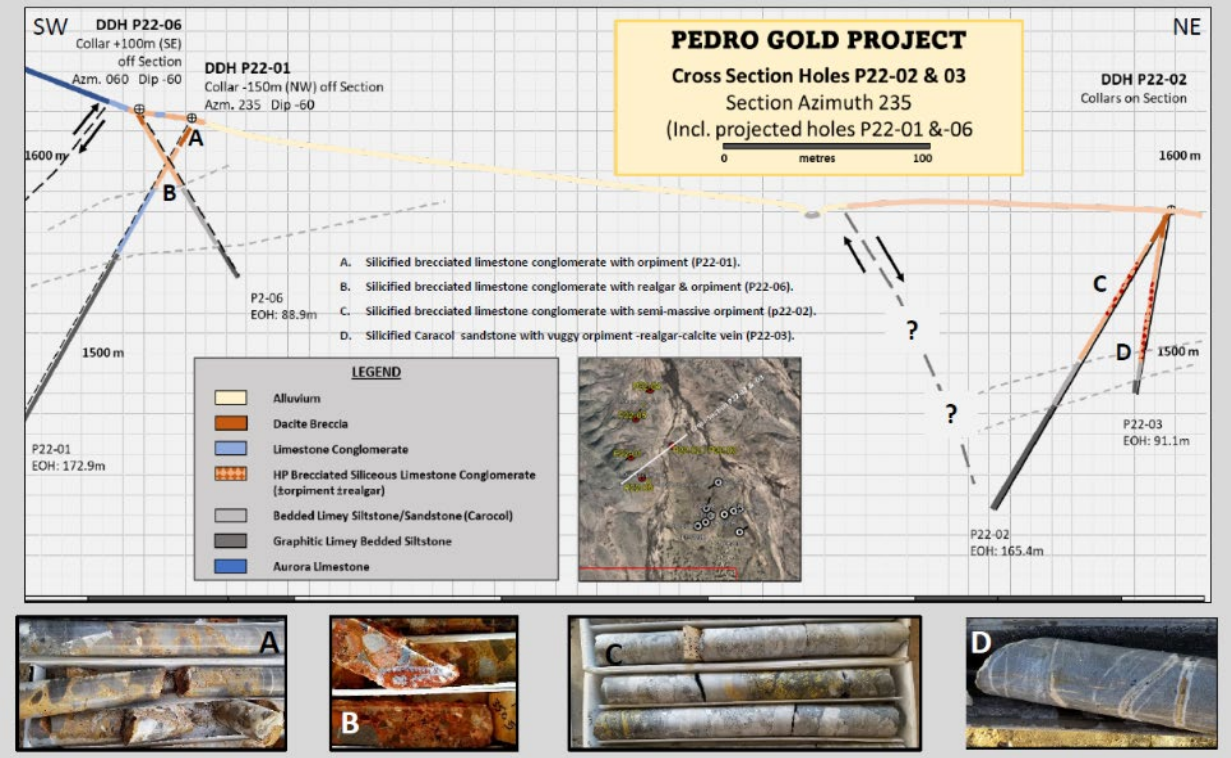


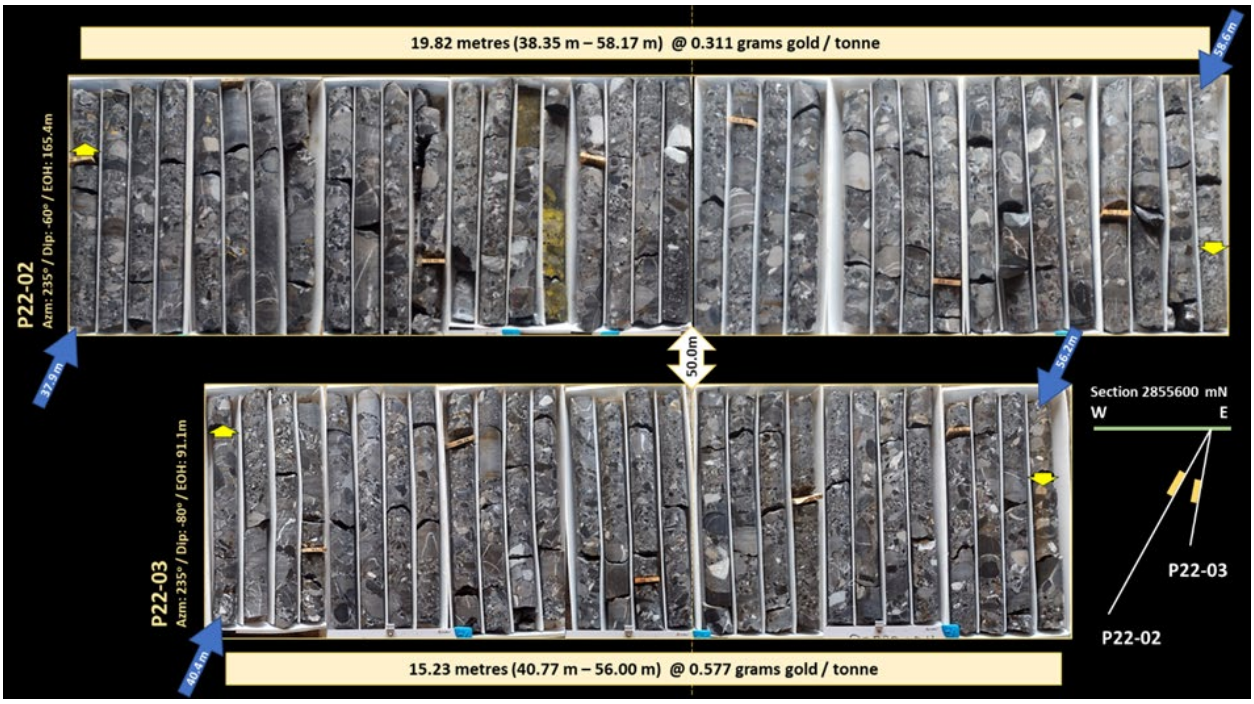
Hosted within the HP Breccia the above gold mineralized zones occur within core intervals (not True Thicknesses) that coincidentally exhibit:

- fine pyrite in siliceous matrix;
- blebby to semi-massive orpiment and minor realgar, and;
- a geochemical signature significantly elevated against background in gold ("Au"; up to 1.18 g Au/t") as well as trace elements (As-Sb-Hg-Tl-Te-Se) typical of Carlin-type mineralization such as As (up to >10,000 parts per million "ppm"), Sb; (up to 387 ppm), Hg (up to 23.4 ppm), Tl (up to 280.0 ppm) and Te (up to 1.95 ppm).

Drill core samples were shipped to the ALS Limited ("ALS") geochemistry preparation lab facility in Chihuahua, Chihuahua State, México. Sample pulps were then shipped by ALS to its Langley, British Columbia facility for gold (50 g aliquot; Fire Assay with Atomic Absorption Spectrometry ("FA/AAS") and Induced-Coupled Plasma – Mass Spectrometry analysis ("ICP-MS"). Standards (3 reference materials, blanks and duplicates, were introduced into the sample stream at a ratio of greater than 1 in 20.

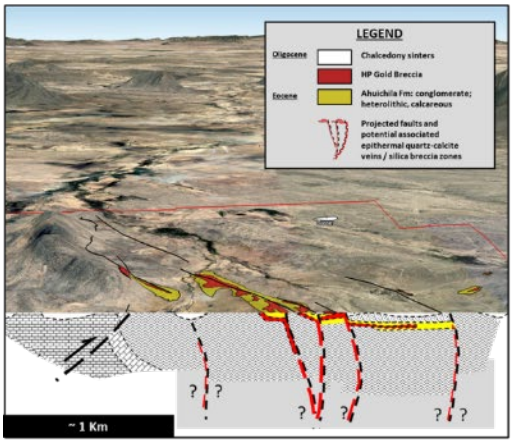
Disseminated blebs and clots of orpiment (yellow mineral) in silicified, brecciated limestone conglomerate (Pedro Drill Hole P22-02; 46.0m to 47.4m; 0.750 g Au/t; samples S43451 & S43451R)

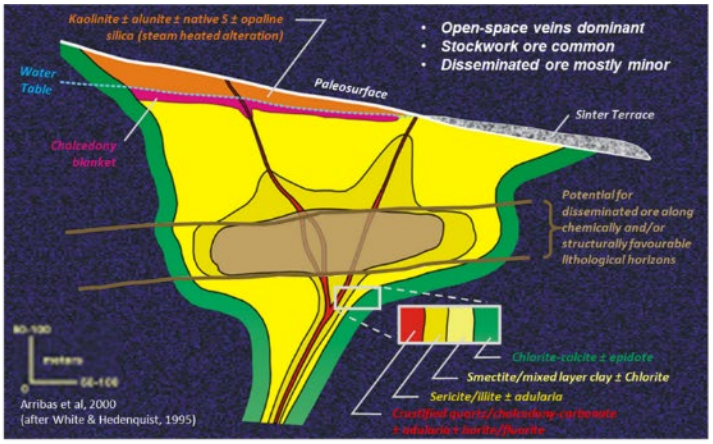




Full gold mineralized intervals from core holes P22-02 and p22-03.

Although Pedro meets many of the criteria to be classified as a sediment-hosted "Carlin-style" gold deposit, the observed mineralization continues to be assessed and Southern Empire is designing its exploration programs to target both Carlin-style and low-sulfidation epithermal precious metal models.





Pedro Gold Property
EPITHERMAL VEIN DEPOSIT MODEL
Cross Section 2854700 mN
Mapimi District, Durango, Mexico
Southern Empire Resources Corp.
TSX-V: SMP **Frankfurt: 5RE** **OTC: SMPEF**

Southern Empire continues to assess and interpret the results of its initial 2022 Pedro core drill program, and strongly believes additional drilling is warranted based on the application of geological modelling, the cumulation of historical results, recent developments, and the relatively shallow and very widely spaced drilling to date.

VLM Property, Sonora

On December 24, 2021, Southern Empire entered into an option agreement with Riverside that grants Southern Empire the opportunity to acquire a 100% interest in the 647-hectare (approximately 1,600 acres) VLM Project located in northwestern México. Southern Empire may exercise its option to acquire the VLM Project by paying to Riverside a total of $137,500 ($87,500 paid) and issuing a total of 1,625,000 common shares (1,050,000 issued) to Riverside over a period of two years from January 10, 2022, the filing acceptance date of the Exchange. Future production from the VLM Project will be subject to net smelter return royalties, payable to Riverside, of 2.5% on precious metals and 1.75% on base metals. These royalties may be reduced to 1% on precious metal production and 0.5% on base metal production by payments of an additional $4 million within 10 years of the Exchange filing acceptance date of January 10, 2022.

Centauro Gold Project, Jiménez, Chihuahua

The Centauro Gold Project in southeastern Chihuahua State, immediately north of the Durango State border and approximately 70 km south of the city of Jiménez. Centauro is a near exact analogue to Southern Empire's Pedro Gold Project, located ~100 km southeast in the Mapimí area of Durango State.

On August 22, 2022, Southern Empire agreed to terms for the option to acquire 100% interest in the Centauro property. A comprehensive Option Agreement regarding Southern Empire's acquisition of Centauro property mineral rights was entered into through Mineral BRG S.A. de C.V., on November 10, 2022 with the owner, a Mexican geologist, and registered with the General Bureau of Mining of México. Pursuant to this agreement, Southern Empire can earn a 100% interest in the Centauro property claims, subject to a 3% Net Smelter Return interest ("NSR"), by making cash payments totalling US $750,000 (US $35,000 paid), issuing 1,500,000 common shares of Southern Empire, and completing work commitments of US $800,000 over a 5-year period. A 2% buyback of the NSR, for US $2 million, is available to Southern Empire.

The Centauro Gold Project currently comprises three core mineral claims, totalling 600 ha, In December 2022, Southern Empire (100% Mineral BRG) staked and registered two new claims totalling an additional 3,832 ha, encompassing the original 600 ha block and extending the property 7 km to the west. The new claims, while duly registered, require final approval which is pending pursuant to a ruling from the Federal Government. Under Mexican mining law taxes are not assessed until final approval. Southern Empire has all rights to explore the property. Centauro is underlain by three private ranches and the Company has permission to undertake surface sampling and mapping work throughout the area. Surface access rights are being negotiated. The claim owner has maintained a good working relationship with the ranch owners for more than 30 years.

Centauro Gold Project: Geology and History of Exploration.

Southern Empire finalized the acquisition of the Centauro Gold Project in November 2022. The Centauro Gold Project forms a key element in Southern Empire's strategy to explore and develop the Mapimí Gold Corridor as a highly prospective metallogenic trend of "Carlin-style" and/or low sulphidation epithermal gold deposits. The Carlin-style similarities observed at both Centauro and Pedro, ranging from their host rock stratigraphies to their geochemical signatures, are very encouraging and strongly support this thesis. Exploration work plans have been initiated that will expand upon the past work of previous explorers, applying modern mineral deposit theory and acquiring new, better data utilizing current technologies, such as higher density geophysical and detailed mineralogical studies.

The primary area of exploration interest currently identified on the Centauro property is a 2.5 by 1.5 km corridor that was subject to preliminary, low-density investigations completed by previous operators Silver Spruce Resources Inc. ("Silver Spruce"; 2007 to 2009) and Mundoro Capital Inc. (2012 and 2013). Their past work included:

- Geological mapping and prospecting
- Surface alteration mapping using TerraSpec handheld X-ray fluorescence ('XRF") mineral analysis
- 211 soil samples collected at 50m centres on six 300m to 700m spaced, 060° azimuth (NE) lines and analyzed by multielement Induced Coupled Plasma ("ICP") techniques
- 73.0 line-km ground magnetic geophysical survey over twenty-four 200m spaced NW lines
- 8.6 line-kilometres (line-km) of Induced Polarisation/Resistivity ("IP/Res") geophysical surveys over four 500 to 700m spaced NW lines by Zonge Geophysics (see Figure 3)
- Completion of 27 NQ core drill holes totaling 5,824.5m on 200m to 700m spaced section lines; and
- 100% of the core was split, sampled and analyzed for Au plus multi-element ICP. The core is now securely stored by the property vendor in Ciudad de Durango.

With such a large prospective area to cover, drilling completed by Silver Spruce in 2008 and 2009 was at very wide spacing (200 to 400 metres) and to a limited vertical depth.

TABLE 1
Centauro Property core drilling - 2009 Composites

Hole	From	To	Length	Au (ppb)	Ag (ppm)	Hg (ppm)	As (ppm)	Sb (ppm)	Mo (ppm)
CEN-08-07	9.0	59.0	50.0	284	2.4	100	565	66	19
incl.	55.2	57.2	2.0	4340	13.4	57	689	16	32
CEN-08-10	3.0	91.1	88.1	237	8.4	2718	1178	15	239
incl.	3.0	10.5	7.5	1922	62.8	2554	1358	1.3	486
CEN-09-15	12.0	82.9	70.9	145	6.5	21	1098	202	10
CEN-09-16A	36.0	148.4	112.4	125	7.5	20	968	124	8
CEN-09-27	9.0	43.4	34.4	232	5.7	23	1127	272	

Centauro, similar to Southern Empire's Pedro Gold Project, has significant potential to host "Carlin-style" and/or epithermal precious metal mineralization as exhibited by:

- extensive brecciation, silicification and argillization of the Tertiary-age Ahuichila Formation limestone-dominated conglomerate unit over an area of 2.5 by 1 km.
- an As, Sb, Hg, Tl, Ag and Ba indicator element soil geochemical signature associated with a silicified mesa "cap" covering 2.5 km strike length of the main anomalous Au zone
- outcrops containing Carlin-style indicator minerals including arsenopyrite, realgar, orpiment and stibnite, in a black, silicified limestone conglomerate.
- low to non-anomalous base metal values throughout the property.

Drill core from hole CEN08-10 exhibiting intense argillic alteration (kaolinite) and averaging 232 ppb Au, 5.5 ppm Ag, 1,328 ppm As, 102 ppm Hg, 50.8 ppm Sb and 4.4 ppm Mo over a 6.7 m interval starting at 88.4 m (weighted average of samples 7859 through 7862).

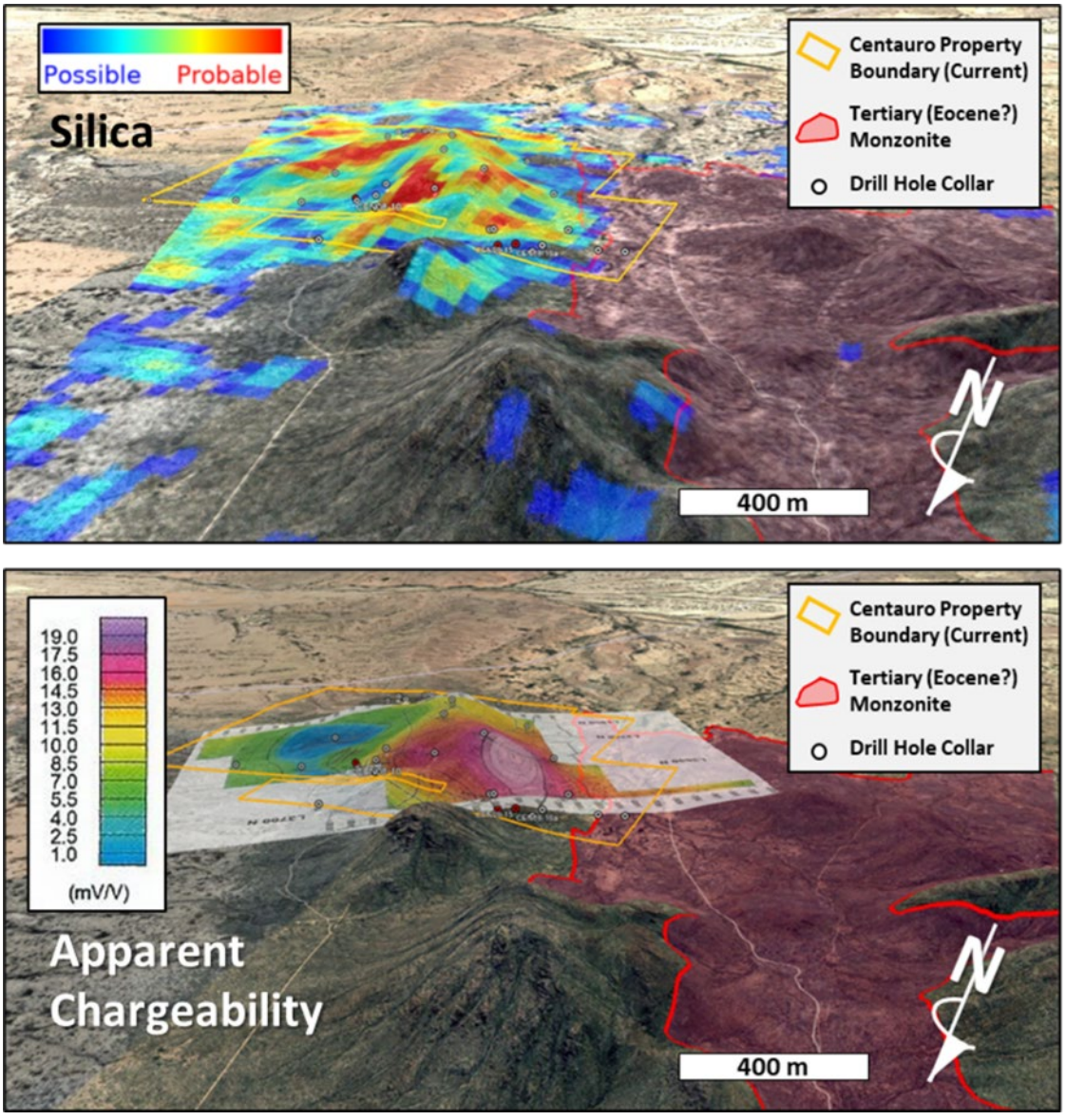
Tertiary-age silicified limestone conglomerate breccia with arsenopyrite, pyrite, realgar and orpiment mineralization located on the Centauro Gold Project. On left, surface grab sample 796074: 0.072 g Au/t.

The highly anomalous Hg, As, Sb values, low base metal values coupled with the anomalous Au and Ag, indicate that the level of precious metals deposition remains at depth below the currently exposed part of the system.

Planned Exploration Work Programs

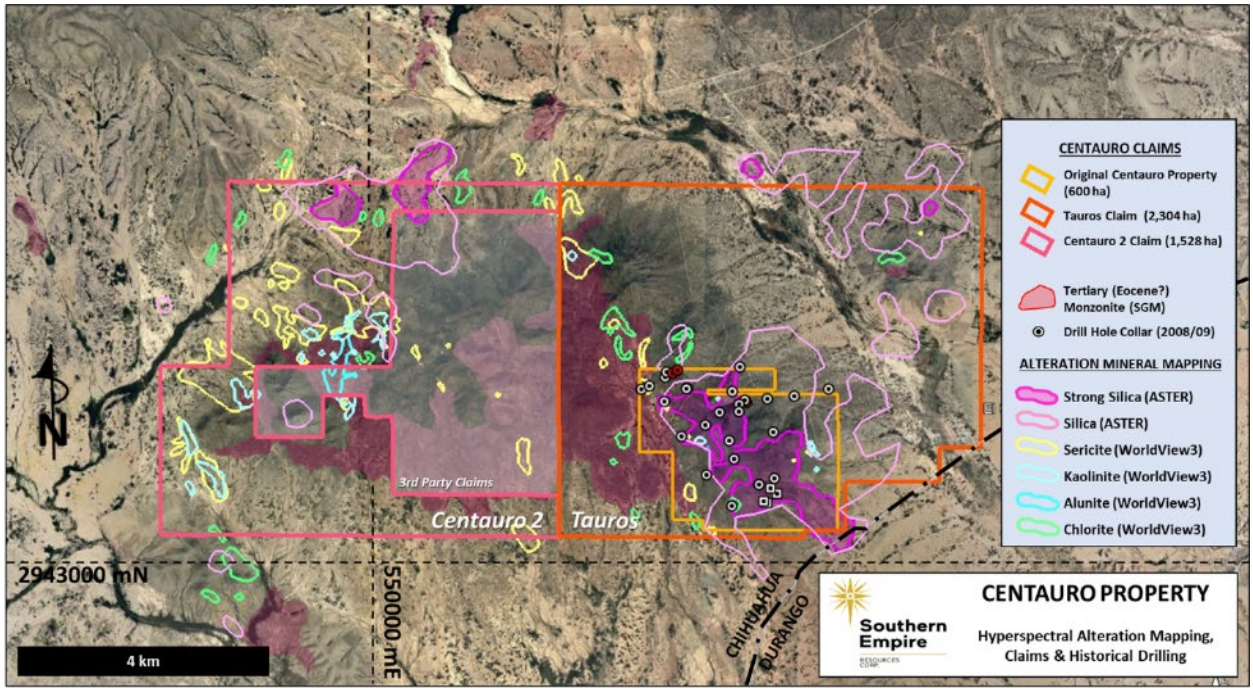
Accurate mapping of alteration mineral assemblages are an essential guide to successful exploration when working on hydrothermal-associated mineral deposit systems. Southern Empire, for the Centauro Gold Project, contracted PhotoSat Information Ltd. ("PhotoSat") to provide maps of geological alteration mineral suites typically associated with epithermal precious metals and porphyry copper deposits, using their proprietary processing methods for 16 band WorldView-3 and high-resolution ASTER satellite optical spectral data. Results of the PhotoSat studies show significant trends highlighting argillic, sericite, and chlorite alteration zones. The strong silica cap present at Centauro is highlighted by the ASTER silica plot.

In November 2022, Southern Empire initiated a new work program integrating high-resolution WorldView-3 and ASTER satellite spectral maps with the collection of 296 grid controlled soil samples.



Oblique view of the Centauro Property from the northwest showing: ASTER satellite image (March 2007); of interpreted silica alteration (PhotoSat, December2022); and Induced Polarization (IP) apparent chargeability at true depth 260m (Geofisica TMC, 2013).

Southern Empire has now completed the collection of an initial 296 soil samples, at 50-metre ("m") spacings along east-west lines spaced 100 to 200m apart, that infills and expands upon a 2008 geochemical survey on lines spaced between 400 and 600m apart and covering a four km strike length of a zone of prospective alteration and mineralization. Samples collected have been submitted to ALS Laboratories Ltd. in Hermosillo for analyses.



The Centauro property was significantly expanded in December 2022 by staking two additional claims totalling 3,832 ha that surround the core 600-ha claim block. The new Tauros and Centauro 2 claims cover areas of silica and kaolinite alteration, and lesser alunite and buddingtonite alteration, as recently identified and mapped (by analysis of Worldview-3 hyperspectral data) to both the northwest and the northeast of the original Centauro claim block.

Exploration work planned for the Centauro Gold Project in 2023 includes:

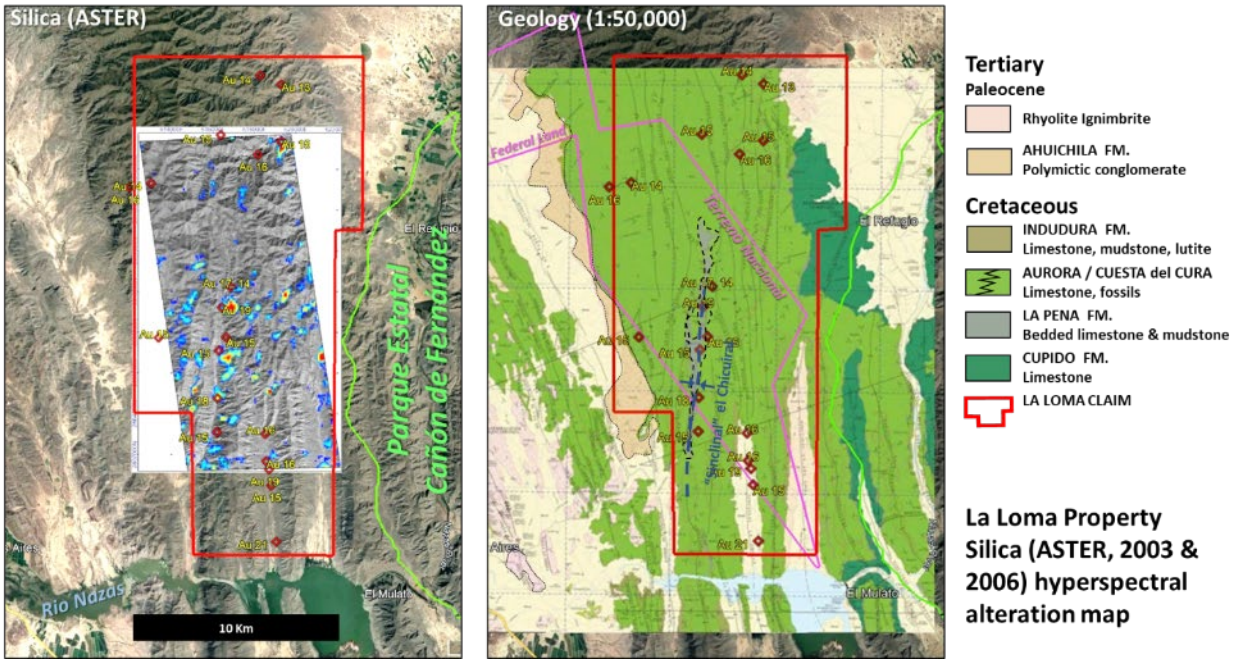
- High-density IP survey extended over a greater length of the observed trend
- Geological mapping and prospecting, with an emphasis on understanding the association with widespread alteration as identified by recent satellite spectral analysis to the west with the areas of known mineralization.
- Phased core drilling programs of 2,500m and 5,000m, testing chargeability anomalies to greater vertical depths.

La Loma Gold Project, Nazas, Durango

In December 2022, Southern Empire acquired the 23,750- ha La Loma property by staking. La Loma is located in Durango State, México approximately 50 kilometres ("km") southeast of Southern Empire's Pedro Gold Project and 35 km west-southwest of the major city of Torreón. A significant portion of the La Loma property covers "Terrano Naccional" (federal land) and is therefore unencumbered by private or communal Ejido ownership (see **Figure 2**). Access is limited to several broad, ephemeral riverbeds (arroyos) extending from the south.

Southern Empire's La Loma Gold Project lies along the postulated Carlin-style Mapimí Gold Corridor to the south of Centauro and Pedro. Like Pedro and Centauro, La Loma exhibits many of the geological and geochemical signatures that in part define these important Carlin-style targets.

Southern Empire's La Loma, Pedro, and Centauro Gold Projects occur within the north Mexican Oligocene Basin and Range physiographic province. These three project areas define a 150-kilometre trend of gold occurrences that are associated with arsenic-mercury-antimony mineralization, together with silica and clay alteration, all hosted in the same package of Cretaceous limestones and mudstones and Tertiary intrusive, ignimbrite eruptive and polymictic conglomerate lithologies.

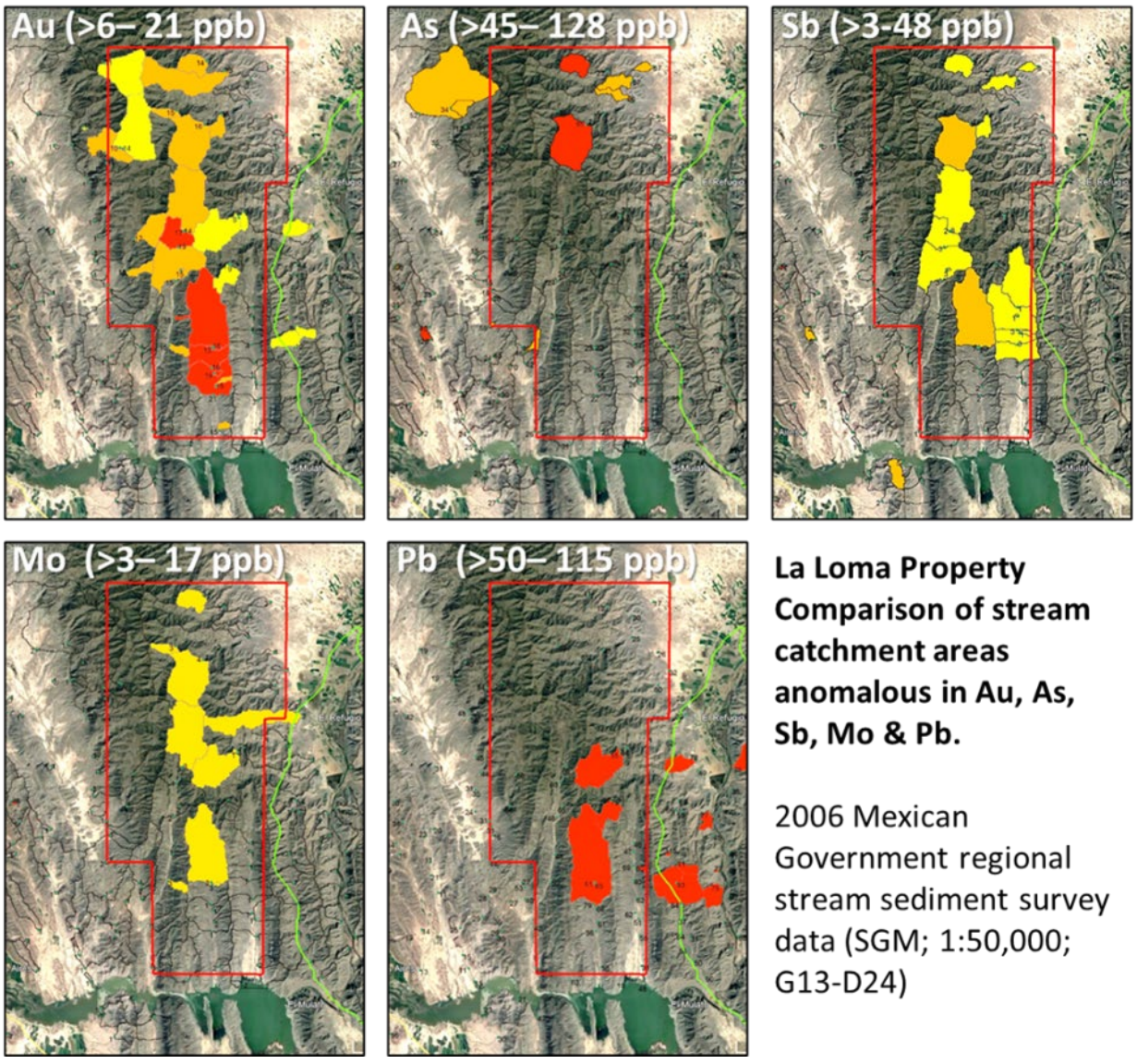


As part of the "Laramide" Lower Cretaceous to early Tertiary Mexican Fold and Trust Belt, the stratigraphy of the La Loma area exhibits repeated, elongate north-south folds that are regularly interrupted by moderate- to high-angle thrust faults and later extensional faulting.

The La Loma property covers a large, unexplored area having Au, As, Sb, Hg, molybdenum ("Mo"), and silver ("Ag") stream sediment geochemical anomalies as reported by the Secretaria de Economia de

México, ("SGM") in 2006. This government stream sediment sampling program was completed at a low, regional survey density. Additionally, much of the regional geological mapping was accomplished only with the aid of stereoscopic interpretation of remote sensing data, not actual field mapping.

Hyperspectral mapping (ASTER 2003/06; shows that these geochemical anomalies are often coincident with zones of strong silica alteration.



La Loma Property Comparison of stream catchment areas anomalous in Au, As, Sb, Mo & Pb.

2006 Mexican Government regional stream sediment survey data (SGM; 1:50,000; G13-D24)

The SGM regional geochemical sediment sample results also suggest significant potential for CRD mineralization in the La Loma area, especially with the Ojuela and La Platosa CRD mines (both now closed) located only 50 km to the north. Significant anomalies supporting the prospectivity for CRD mineralization also occur to the southeast of the La Loma claim, however this is a protected area.

At La Loma, Southern Empire has planned exploration programs for 2023 that include:

- Higher density stream sediment sampling
- Prospecting and preliminary geological mapping

FINANCIAL AND CORPORATE DEVELOPMENTS

RESULTS OF OPERATIONS

The following table sets forth selected information for the nine month period ended July 31, 2023 and the audited financial statements for the years ended October 31, 2022 and 2021:

Year ended	July 31, 2023	October 31, 2022	October 31, 2021
Income (loss)	$ (1,468,777)	$ (709,306)	$ (1,614,236)
Income (loss) per share	$ (0.02)	$ (0.01)	$ (0.03)
Total assets	$ 14,206,279	$ 15,617,945	$ 14,881,310
Long-term debt	Nil	Nil	Nil
Cash dividends paid	Nil	Nil	Nil

The condensed interim consolidated financial statements reflect the financial condition of Southern Empires business for the three and nine months ended July 31, 2023. Significant events that have impacted the financial results of Southern Empire included:

- Management and consulting fees of $379,500 (October 31, 2022 - $504,000)
- Realized gain on sale of marketable securities of $597,670 (October 31, 2022 - $703,096)
- Unrealized loss on marketable securities of $1,504,562 (October 31, 2022 - $439,937)
- Business and investor relations expense of $39,989 (October 31, 2022 - $67,614)
- Property research of $11,362 (October 31, 2022 - $107,739)

SUMMARY OF QUARTERLY RESULTS

Three-month period ended July 31, 2023 and 2022:

For the three months ended July 31, 2023, Southern Empire recorded a net loss of $463,541 (2022 – net loss $533,582). This was driven by an unrealized loss on marketable securities of $323,356 (2022 – unrealized gain $318,621). Expenditures were reduced in most other categories.

The following is a summary of selected quarterly financial results reported by Southern Empire:

	($) Three Months Ended			
	July 31, 2023	**April 30, 2023**	**Jan. 31, 2023**	**Oct. 31, 2022**
Income (loss) and comprehensive income (loss)	(463,541)	(439,813)	(565,423)	(590,678)
Basic and diluted income (loss) per share	(0.01)	(0.01)	(0.01)	(0.01)
Working capital	113,250	854,818	1,669,439	2,549,457

	($) Three Months Ended			
	July 31, 2022	**April 30, 2022**	**Jan. 31, 2022**	**Oct. 31, 2021**
Income (loss) and comprehensive income (loss)	(533,582)	2,064,210	(1,649,256)	(670,465)
Basic and diluted income (loss) per share	(0.01)	0.03	(0.03)	(0.01)
Working capital	3,503,457	4,202,235	2,395,320	3,570,292

LIQUIDITY AND CAPITAL RESOURCES

Southern Empire's mineral exploration and development activities do not provide a source of income and, as such, the Company may incur losses and an accumulated deficit. However, given the nature of our business, the results of operations as reflected in the statements of income (loss) and comprehensive income (loss) do not provide a complete interpretation of Southern Empire's valuation.

To date, Southern Empire has financed its operations through the issuance of common shares.

During the year ended October 31, 2020, Southern Empire completed a private placement in conjunction with the closing of the Qualifying Transaction, raising $3,273,759 through the issuance of 10,899,197 common shares at a price of $0.30 per share and a subsequent private placement raising $4,021,515 through the issuance of 8,043,861 common shares at a price of $0.50 per share.

On December 2, 2021, Southern Empire completed a private placement raising $1,000,000 through the issuance of 10,000,000 Units at a price of $0.10 per unit. Each Unit consisted of one common share and one common share purchase warrant exercisable at a price of $0.15 per common share for three-years.

As at July 31, 2023, Southern Empire had working capital of $113,250. This included a cash balance of $65,260 (October 31, 2022 - $43,605), marketable securities with a fair value of $422,757 (October 31, 2022 - $2,933,421) and accounts receivable and prepaid expenses and advances of $147,997 (October 31, 2022 - $93,084) to settle current liabilities of $522,764 (October 31, 2022 - $520,653).

Operating activities:

Net cash used by Southern Empire for operating activities for the nine months ended July 31, 2023 was $611,451, compared to $842,673 in the year ended October 31, 2022.

Investing activities:

During the nine months ended July 31, 2023, Southern Empire generated cash of $578,106, principally through the sale of marketable securities, net of increases in exploration expenditures, compared to $384,232 in the year ended October 31, 2022.

Financing activities:

During the nine months ended July 31, 2023 the company generated $55,000 in financing activities, compared to $1,241,190 generated in the year ended October 31, 2022 through the issuance of common shares and the exercise of stock options and warrants.

PROPOSED TRANSACTIONS

Southern Empire continues to investigate new resource project acquisitions and financing opportunities. To maintain liquidity in the future we will consider raising capital via additional share issuances, debt funding, joint venture arrangements or a combination of these options. There are currently no other transactions that should be disclosed.

TRANSACTIONS WITH RELATED PARTIES

Key management compensation:

Key management personnel include those persons having authority and responsibility for planning, directing, and controlling the activities of Southern Empire. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers. The remuneration of key management personnel are as follows:

Nine months ended July 31,	2023	2022
Management fees to officers	$ 297,000	$ 297,000
Stock based compensation	-	49,618
Total	$ 198,000	$ 247,618

As at July 31, 2023, $253,846 (October 31, 2022 - $192,253) was included in accounts payable and accrued liabilities owing to directors, officers, and companies controlled or affiliated with directors and officers of Southern Empire in relation to fees and reimbursement of expenses.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Categories of financial assets and liabilities:

For disclosure purposes, all financial instruments measured at fair value are categorized into one of three hierarchy levels, described below. Each level is based on the transparency of the inputs used to measure the fair values of assets and liabilities:

a. Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;
b. Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as in prices) or indirectly (i.e., derived from prices); and
c. Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The following table sets forth Southern Empire's financial assets measured at fair value by level within the fair value hierarchy:

July 31, 2023	Level 1	Level 2	Level 3	Total
Assets:				
Cash	$ 65,260	$ -	$ -	$ 65,260
Marketable securities	$ 422,757	$ -	$ -	$ 422,757
Reclamation bonds	$ 87,459	$ -	$ -	$ 87,459

July 31, 2022	Level 1	Level 2	Level 3	Total
Assets:				
Cash	$ 23,421	$ -	$ -	$ 23,421
Marketable securities	$ 3,686,303	$ -	$ -	$ 3,686,303
Reclamation bonds	$ 87,459	$ -	$ -	$ 87,459

Southern Empire holds various forms of financial instruments. The nature of these instruments and Southern Empire's operations expose the Company to concentration risk, credit risk, currency risk, price risk, commodity price risk and liquidity risk. Southern Empire manages its exposure to these risks by operating in a manner that minimizes its risk exposure to the extent practical.

a. **Concentration risk** – as at July 31, 2023, all of Southern Empire's cash is held at one Canadian national financial institution. As a result, the Company is exposed to all of the risks associated with those institutions. Concentration risk also exists in marketable securities because Southern Empire's investment portfolio primarily consists of the securities of one issuer.

b. **Credit risk** – The Company is exposed to credit risk, which is the risk that a counterparty will fail to perform an obligation or settle a liability, resulting in financial loss to the Company. The Company manages exposure to credit risk by adopting credit risk guidelines that limit transactions according to counterparty credit worthiness. The maximum exposure associated with accounts receivable is the carrying value.

c. **Currency risk** – Relates to Southern Empires operations in the United States and is subject to fluctuations in exchange rates and the degree of volatility of these rates. The Company does not use derivative instruments to reduce its exposure to foreign currency risk. Southern Empire does not have material monetary assets or liabilities in foreign currencies.

d. **Price risk** – Southern Empire's marketable securities designated as fair value through profit or loss ("FVTPL") are publicly traded. A 1% change in the quoted share price would not significantly impair the fair value of the marketable securities. Changes are recorded through profit or loss.

e. **Commodity price risk** – The value of Southern Empire's exploration and evaluation assets is related to the price of commodities and the outlook for them. Commodity prices have historically fluctuated widely and are affected by numerous factors outside the Company's control, including, but not limited to, industrial retail demand, central bank lending, forward sales by producers and speculators, level of worldwide production and short-term changes in supply and demand.

f. **Liquidity risk** – Currently, Southern Empire's capital is sufficient to meet its business requirements in the next 12 months when taking into account cash flows from operations and the Company's holdings of cash. Future operations or exploration programs may require additional financing primarily through equity markets, or through joint venture partnerships.

Disclosure Controls and Procedures:

There have been no significant changes to Southern Empire's internal controls over financial reporting for the most recent period that would have materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting. Internal controls are continually reviewed and assessed.

RISKS AND UNCERTAINTIES

An investment in Southern Empire involves various risks. The following is a brief discussion of the main risk factors that may have a material effect on our business and on your investment in our common shares. Additional risks not currently known to us or that we currently deem immaterial may also impair our business operations.

a. Reliance on Management

Shareholders must rely on the discretion, knowledge and expertise of the Company's management to properly plan, execute and achieve the business objectives of Southern Empire.

b. Exploration Stage Company

Southern Empire is engaged in the business of acquiring, exploring and developing mineral properties with the objective of locating economic metal and mineral deposits. The Oro Cruz Project in California, the Pedro Gold Project, the Centauro Gold Project, the La Loma Gold Project and the VLM Project, all in México, and the Eastgate Gold Project in Nevada all remain at an early stage. Gold-mineralized zones have been identified on these projects and they are in various stages of exploration. Development of Southern Empire's properties will only follow upon obtaining continuing satisfactory exploration results. There can be no assurance that Southern Empire's existing or future exploration programs will result in the discovery of commercially viable metal and mineral deposits. Further, there can be no assurance that, even if a metal or mineral deposit is discovered, located or acquired, that it can be further developed and commercially mined.

c. Mineral Exploration and Development

The exploration for, and development of metal and mineral deposits is highly speculative in nature and involves a great degree of financial and other risks over a significant period of time, which even a combination of careful evaluation, experience and knowledge may not eliminate. While discovery of a mineral deposit or ore body may result in significant rewards, few properties which are explored are ever ultimately developed into producing mines. Substantial funding is required to establish ore reserves by drilling, sampling and other techniques and to subsequently engineer, design and construct mining and processing facilities. Whether a mineral deposit will be commercially viable depends on a number of factors, including the particular attributes of the deposit (i.e. size, grade, access and proximity to infrastructure), availability of financing, costs of financing, the cyclical nature of commodity prices and government regulations (including those relating to prices, taxes, currency controls, royalties, land tenure, land use, importing and exporting of minerals, environmental protection and indigenous rights). The effect of each of these factors or a combination thereof cannot be accurately predicted but could have an adverse impact on Southern Empire.

d. Mining Operations and Insurance

Mining operations generally involve a high degree of risk. Southern Empire's operations are subject to all of the hazards and risks normally encountered in mining exploration and development. Such risks include unusual and unexpected geological formations, seismic activity, rock bursts, cave-ins, and other conditions involved in the drilling and removal of material, environmental hazards, industrial accidents and periodic interruptions due to adverse weather conditions, labour disputes, and political unrest. The occurrence of any of the foregoing could result in damage to, or destruction of, mineral properties or interests, production facilities, personal injury, damage to life or property, environmental damage, delays or interruption of operations, increases in costs, monetary losses, legal liability and adverse government action. Southern Empire does not currently carry insurance against these risks and there is no assurance that such insurance will be available in the future, or if available, at economically feasible premiums or acceptable terms. The potential costs associated with liabilities not covered by insurance or excess insurance coverage may cause substantial delays and require significant capital outlays.

e. No Operating History and Financial Resources

Southern Empire does not have an operating history and has no operating revenues and is unlikely to generate any in the foreseeable future. It anticipates that its existing cash resources, following any proposed private placements, will be sufficient to cover its projected funding requirements for the ensuing year. If its exploration program is successful, additional funds will be required for further exploration to define economic deposits and to bring such deposits to production. Additional funds will also be required for Southern Empire to acquire and explore other mineral interests. Southern Empire has limited financial resources and there is no assurance that sufficient additional funding will be available to it fulfill its obligations or for further exploration and development, on acceptable terms or at all. Failure to obtain additional funding on a timely basis could result in delay or indefinite postponement of further exploration and development and could cause Southern Empire to forfeit its interests in some or all of its properties or to reduce or terminate its operations.

f. Government Regulation

The current or future operations of Southern Empire, including exploration and development activities and the commencement and continuation of commercial production, require licenses, permits or other approvals from various federal, state/provincial and local governmental authorities and such operations are or will be governed by laws and regulations relating to prospecting, development, mining, production, exports, taxes, labour standards, occupational health and safety, waste disposal, toxic substances, land use, water use, environmental protection, land claims of indigenous people and other matters. There

can be no assurance, however, that Southern Empire will obtain on reasonable terms, or at all, the permits and approvals, and the renewals thereof, which it may require for the conduct of its current or future operations or that compliance with applicable laws, regulations, permits and approvals will not have an adverse effect on any mining project which Southern Empire may undertake. Possible future environmental and mineral tax legislation, regulations and actions could cause additional expense, capital expenditures, restrictions and delays to Southern Empire's planned exploration and operations, the extent of which cannot be predicted.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

g. Competition

The exploration, development and mining business is competitive in all of its phases. Southern Empire competes with many other companies and individuals, including competitors having greater financial, technical and other resources, in the search for, and the acquisition of attractive mineral properties. Southern Empire's ability to acquire properties in the future will depend not only on its ability to develop its present properties, but also on its ability to select and acquire suitable prospects for mineral exploration or development. There is no assurance that Southern Empire will be able to compete successfully with others in acquiring such prospects.

h. Title to Property

Southern Empire is taking precautions to ensure that legal titles to its property interests are properly recorded. There can be no assurance that Southern Empire will be able to secure the grant or the renewal of exploration permits or other tenures on terms satisfactory to it, or that governments in the jurisdictions in which the properties are situated will not revoke or significantly alter such permits or other tenures or that such permits and tenures will not be challenged or impugned. Third parties may have valid claims underlying portions of Southern Empire's interests, and the permits or tenures may be subject to prior unregistered agreements or transfers or native land claims and title may be affected by undetected defects. If a title defect exists, it is possible that Southern Empire may lose all or part of its interest in the properties to which such defects relate.

i. Permitting and Regulatory Risks

Amendments to current laws, regulations and permits governing operations and activities of mining companies could have a material adverse impact on Southern Empire. As well, policy changes and political pressures within and on federal, territorial, and First Nation governments having jurisdiction over or dealings with the Company could change the implementation and interpretation of such laws, regulations and permits, also having a material adverse impact on Southern Empire. Such impacts could result in one or more increases in capital expenditures or reduction or delays in further exploration activities.

j. Environmental Risks and Hazards

All phases of Southern Empire's field operations are subject to environmental regulation in the jurisdictions in which the Company intends to operate. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation, and provide for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry activities and operations. They also set forth limitations on the generation, transportation, storage and disposal of hazardous waste. A breach of such regulation may result in the imposition of fines and penalties. In addition, certain types of mining operations require the submission

and approval of environmental impact assessments. Environmental legislation is evolving in a manner which generally requires stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. The cost of compliance with changes in governmental regulations has the potential to reduce the viability or profitability of operations. Environmental hazards may exist on the properties in which Southern Empire holds interests or on properties that will be acquired which are unknown to Southern Empire at present and which have been caused by previous or existing owners or operators of the properties.

k. Commodity Prices

The price of Southern Empire's securities, its financial results and exploration, development and mining activities may in the future be significantly adversely affected by declines in the price of base and/or precious metals & other minerals. Metal and mineral prices fluctuate widely and are affected by numerous factors beyond Southern Empire's control such as the sale or purchase of metals and minerals by various dealers, government agencies and financial institutions, interest rates, exchange rates, inflation or deflation, currency exchange fluctuation, global and regional supply and demand; production and consumption patterns, speculative activities, increased production due to improved mining and production methods, government regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals, environmental protection and international political and economic trends, conditions and events. As these prices fluctuate widely, future serious price declines could cause continued exploration, development and mining of Southern Empire's properties to be economically impracticable.

Further, reserve calculations and life-of-mine plans using significantly lower metals and minerals prices could result in material write-downs of Southern Empire's investment in mining properties and increased amortization, reclamation and closure charges.

In addition to adversely affecting reserve estimates and its financial condition, declining commodity prices can impact operations by requiring a reassessment of the feasibility of a particular project. Such a reassessment may be the result of a management decision or may be required under financing arrangements related to a particular project. Even if the project is ultimately determined to be economically viable, the need to conduct such a reassessment may cause substantial delays or may interrupt operations until the reassessment can be completed.

l. Price Volatility

In recent years, the securities markets in Canada and elsewhere have experienced a high level of price and volume volatility, and the market prices of securities of many public companies have experienced significant fluctuations that have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. Any quoted market for Southern Empire's securities will be subject to such market uncertainties, volatility and fluctuations and the value of such securities may be affected accordingly.

m. Key Executives

Southern Empire is dependent on the services of key executives and a small number of highly-skilled and experienced consultants and personnel, whose contributions to the operations of Southern Empire are likely to be of importance. Locating mineral deposits depends on a number of factors, not the least of which is the technical skill of the exploration and development personnel involved. Due to the relatively small size of Southern Empire, the loss of these persons or Southern Empire's inability to attract and retain additional skilled employees or consultants may adversely affect its business and future operations. Southern Empire does not currently carry any key-man life insurance on any of its executives. The directors and officers of Southern Empire only devote part of their time to the affairs of Southern Empire.

n. Potential Conflicts of Interest

Certain directors and officers of Southern Empire are, and may continue to be, involved in the mining and mineral exploration industry through their direct and indirect participation in corporations, partnerships or joint ventures which are potential competitors of Southern Empire. Situations may arise in connection with potential acquisitions in investments where the other interests of these directors and officers may conflict with the interests of Southern Empire. Directors and officers of Southern Empire with conflicts of interest are subject to and do follow the procedures set out in applicable corporate and securities legislation, regulations, rules and policies.

p. Dividends

Southern Empire has no earnings or dividend record and is unlikely to pay any dividends in the foreseeable future as it intends to deploy available funds for mineral exploration and development. Any future determination to pay dividends will be at the discretion of the Board of Directors of Southern Empire and will, from time to time, depend on Southern Empire's financial condition, results of operations, capital requirements and such other factors as the Board of Directors of Southern Empire deem relevant.

OTHER REQUIREMENTS

Commitments:

None, other than as disclosed in our description of exploration and evaluation assets.

Nature of Southern Empire's Securities:

The purchase of Southern Empire's securities involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks. Southern Empire's securities should not be purchased by persons who cannot afford the possibility of the loss of their entire investment. Furthermore, an investment in Southern Empire's securities should not constitute a major portion of an investor's portfolio.

Outstanding Share Data:

Authorized: Unlimited common shares without par value.
Unlimited preferred shares issuable in series.

As of September 28, 2023, the following common shares, stock options and share purchase warrants were outstanding:

Type of Security	Number	Exercise Price ($)	Expiry Date
Issued and outstanding common shares	**67,022,800**		
Stock options	3,470,000	$0.30	March 18, 2025
	730,000	$0.30	February 16, 2026
	100,000	$0.30	March 11, 2026
	400,000	$0.30	June 10, 2026
	700,000	$0.11	January 18, 2027
	100,000	$0.11	February 2, 2027
	2,240,000	$0.11	August 28, 2028
Warrants	8,434,000	$0.15	November 29, 2024
Diluted	**81,446,800**		

APPROVAL

The Board of Directors of Southern Empire Resources Corp. has approved the disclosure contained in this MD&A.

Southern Empire Resources Corp.
/s/ "Dale Wallster"
Dale Wallster
Chief Executive Officer

Southern Empire Resources Corp.
/s/ "Andrew Davidson"
Andrew Davidson
Chief Financial Officer

ADDITIONAL INFORMATION

Additional information can be obtained at www.smp.gold, on SEDAR or by contacting:

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