

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

SOUTHERN EMPIRE RESOURCES CORP.

420 – 789 West Pender Street
Vancouver, BC V6C 4B6

Item 2. Date of Material Change

August 28, 2023

Item 3. News Release

The news release was issued on August 28, 2023 and was filed on SEDAR.

Item 4. Summary of Material Change

Southern Empire Resources Corp. announced that it has granted stock options to its directors, officers and consultants.

Item 5. Full Description of Material Change

Southern Empire Resources Corp. announced that it has granted a total of 2,240,000 stock options to its directors, officers and consultants. Of the 2,240,000 stock options, 1,740,000 stock options are exercisable at \$0.07 per share, 100,000 stock options are exercisable at \$0.11 per share and 400,000 are exercisable at \$0.30 per share. All of the stock options expire five years from the date of grant.

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

Not applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officer

Dale Wallster
Chief Executive Officer
(604) 562 5737

Item 9. Date of Report

August 29, 2023