

SOUTHERN EMPIRE RESOURCES CORP.

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

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general meeting of the shareholders (“**Shareholders**”) of Southern Empire Resources Corp. (“**Southern Empire**” or the “**Company**”) will be held at Suite 704 – 595 Howe Street, Vancouver, BC V6C 2T5 on Thursday, August 15, 2024 at 10:00 a.m. (Vancouver Time) (the “**Meeting**”) for the following purposes:

1. to fix the number of directors of Southern Empire at five (5);
2. to elect Dale Wallster, Andrew Davidson, P.E. (Ted) Kavanagh, Alex Heath and Joel Dryer as directors of Southern Empire for the ensuing year;
3. to appoint Davidson & Company LLP, Professional Chartered Accountants, as the auditors of Southern Empire for the ensuing year and to authorize the directors of the Company to fix the remuneration to be paid to the auditors;
4. to consider, and if thought fit, to pass an ordinary resolution ratifying, confirming and approving the Company’s 10% rolling stock option plan, as amended and restated, as more particularly described in the accompanying Management Information Circular (the “**Information Circular**”);
5. to receive the audited financial statements of Southern Empire for the financial year ended October 31, 2023, and the accompanying report of the auditors; and
6. to transact such other business as may be properly brought before the Meeting or any adjournment thereof.

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

The Company’s board of directors has fixed July 9, 2024 as the record date for the determination of Shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered Shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the Information Circular.

If you will not be attending the Meeting, registered Shareholders need to complete, date and sign the accompanying form of proxy and deposit it with the Company’s transfer agent, Computershare Investor Services Inc., 510 Burrard Street, 3rd Floor, Vancouver, BC V6C 3B9 in accordance with the instructions therein, no later than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting or any adjournment thereof.

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

DATED at Vancouver, British Columbia, this 15th day of July 2024.

ON BEHALF OF THE BOARD

“Dale Wallster”

Dale Wallster

President, Chief Executive Officer and Director