

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1: Name and Address of Company

Deep-South Resources Inc.
#888 – 700 West Georgia Street
Vancouver, B.C. V7Y 1G5
Telephone: 819-340-0140

Item 2: Date of Material Change

December 21, 2021

Item 3: News Release

The news release was disseminated on December 21, 2021 through Cision and filed on SEDAR.

Item 4: Summary of Material Change

DEEP-SOUTH REQUESTS THE JUDGE TO RENDER A DECISION IN
THE REVIEW CASE WITH THE HIGH COURT OF NAMIBIA CONCERNING HAIB
COPPER LICENCE REFUSAL

Item 5: Full Description of Material Change

See Schedule “A” attached

Item 6: Reliance on subsection 71(2) of National Instrument 51-102

N/A

Item 7: Omitted Information

N/A

Item 8: Executive Officer

The following executive officer of the Company is knowledgeable about the material change disclosed in this report and may be contacted as follows:

Pierre Leveille
President & CEO
Telephone: 819-340-0140

Item 9: Date of Report

December 21, 2021

SCHEDULE “A”
to the Material Change Report dated December 21, 2021



Suite 888, 700 West Georgia, Vancouver, British Columbia, V7Y 1G5
Tel: +1-819-340-0140. E-mail: info@deepsouthresources.com
Web site: <http://www.deepsouthresources.com>

**DEEP-SOUTH REQUESTS THE JUDGE TO RENDER A DECISION IN
THE REVIEW CASE WITH THE HIGH COURT OF NAMIBIA
CONCERNING HAIB COPPER LICENCE REFUSAL**

Vancouver, B.C., Canada – December 21, 2021 – Deep-South Resources Inc. ("Deep-South" or "the Company") (TSX-V: DSM) announces that the Namibian legal counsel of the Company and its subsidiary, Haib Minerals (Pty) Ltd ("Haib"), have amended and supplemented the original application on behalf of Haib with the High Court of Namibia for an order that the Minister of Mines and Energy should grant the renewal of the Haib Copper EPL 3140 licence within 30 days of the issuing of the order.

The Ministry has not filed any documents supporting the process followed by the Minister, the Mining Commissioner and the Ministry's relevant officials assessing and deliberating on the Haib renewal application for the Haib Copper EPL 3140 licence. This lack of internal process documentation regarding the Minister's decision to refuse the renewal of the licence was made evident in the court proceedings, thereby providing no written evidence of a meaningful evaluation of the merits of Haib's licence renewal application.

It is to be assumed that the Minister did not receive any documentation or evaluation by the Mining Commissioner or any of his staff relating to the exploration activities carried out on the Haib Copper licence. Therefore, the decision seemed to have been taken without any paper trail showing a reasonable and fair administrative process thus violating Haib's rights in terms of Article 18 of the Namibian constitution.

The Company will provide regular updates in this regard and any other matter concerning this situation.

Corporate update

While recovering Haib Copper mineral rights remains a top priority for the Company, Management continues to seek another copper project. Some projects have been identified and discussions with their owners are taking place. The Company will provide an update on the matter in due course.

About Deep-South Resources Inc

Deep-South Resources is a mineral exploration and development company. Deep-South growth strategy is to focus on the exploration and development of quality assets in significant mineralized trends and in proximity to infrastructure in stable countries. In using and assessing environmentally friendly technologies in the development of its copper project, Deep-South embraces the green revolution.

More information is available by contacting Pierre Léveillé, President & CEO at +1-819-340-0140 or at: info@deepsouthresources.com

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

Caution Regarding Forward-Looking Information

Information contained in this news release which are not statements of historical facts may be “forward-looking information” for the purposes of Canadian securities laws. Such forward-looking information involves risks, uncertainties and other factors that could cause actual results, performance, prospects and opportunities to differ materially from those expressed or implied by such forward looking information. The words “believe”, “expect”, “anticipate”, “contemplate”, “plan”, “intends”, “continue”, “budget”, “estimate”, “may”, “will”, “schedule”, “understand” and similar expressions identify forward-looking information. These forward-looking statements relate to, among other things: the Minister’s refusal to renew the Company’s Licence, the Company’s intention to contest the Minister’s decision before the Courts of Namibia and the outcome of such proceedings.

Forward-looking information is necessarily based upon a number of estimates and assumptions that, while considered reasonable by Deep-South, are inherently subject to significant technical, political, business, economic and competitive uncertainties and contingencies. Known and unknown factors could cause actual results to differ materially from those projected in the forward-looking information. Factors and assumptions that could cause actual results or events to differ materially from current expectations include, among other things: political risks associated with the Company’s operations in Namibia; the failure of the Namibian Government to comply with its continuing obligations under the Act to allow for the renewal of the Licence; the impact of changes in, or to the more aggressive enforcement of, laws, regulations and government practices; the inability of the Company and its subsidiaries to enforce their legal rights in certain circumstances. For additional risk factors, please see the Company’s most recently filed Management Discussions & Analysis available on SEDAR at www.sedar.com.

There can be no assurances that forward-looking information and statements will prove to be accurate, as many factors and future events, both known and unknown could cause actual results, performance or achievements to vary or differ materially from the results, performance or achievements that are or may be expressed or implied by such forward-looking statements contained herein or incorporated by reference. Accordingly, all such factors should be considered carefully when making decisions with respect to Deep-South, and prospective investors should not place undue reliance on forward looking information. Forward-looking information in this news release is made as at the date hereof. The Company assumes no obligation to update or revise forward-looking information to reflect changes in assumptions, changes in circumstances or any other events affecting such forward-looking information, except as required by applicable law.