

## NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS

You are receiving this notification because Pacific Empire Minerals Corp. (the “**Corporation**”) has opted to use the “notice and access” model for the delivery of its Information Circular (the “**Information Circular**”) to its shareholders in respect of its Annual General Meeting of Shareholders to be held on September 19, 2019 (the “**Meeting**”).

Under “notice and access”, instead of receiving paper copies of the Information Circular, shareholders are receiving this notice with information on how to access the Information Circular electronically. Shareholders will also be receiving a proxy or voting instruction form, as applicable, together with this notification to use to vote at the Meeting.

The use of this alternative means of delivery is more environmentally friendly and more economical. It reduces the Corporation’s paper use, and it also reduces the Corporation’s printing and mailing costs.

### MEETING DATE AND LOCATION

<b>WHEN:</b> September 19, 2019 10:00 a.m. ( <i>Vancouver Time</i> )	<b>WHERE:</b> Suite 501, 543 Granville Street Vancouver, British Columbia V6C 1X8
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### SHAREHOLDERS WILL BE ASKED TO CONSIDER AND VOTE ON THE FOLLOWING MATTERS AT THE MEETING:

- 1. FINANCIAL STATEMENTS:** To receive and consider the report of the directors to the Shareholders and the audited financial statements of the Corporation for the year ended March 31, 2019 together with the auditor’s report thereon. See the section titled “*Particulars of Matters to be acted Upon – Financial Statements, Audit Report and Management’s Discussion & Analysis*” in the Information Circular.
- 2. FIXING THE NUMBER OF DIRECTORS:** To fix the number of directors of the Corporation at four (4). See the section titled “*Particulars of Matters to be Acted Upon – Set Number of Directors to be Elected*” in the Information Circular;
- 3. ELECTION OF DIRECTORS:** To elect directors of the Corporation for the ensuing year. See the section titled “*Particulars of Matters to be Acted Upon – Election of Directors*” in the Information Circular.
- 4. APPOINTMENT OF AUDITORS:** To appoint Davidson & Company LLP, Chartered Professional Accountants, as the auditor of the Corporation for the ensuing year and to authorize the directors to fix their remuneration. See the section titled “*Particulars of Matters to be Acted Upon – Appointment and Remuneration of Auditor*” in the Information Circular.
- 5. APPROVAL OF STOCK OPTION PLAN:** To consider and, if thought advisable, to pass, with or without variation, an ordinary resolution to ratify and approve the Corporation’s Stock Option Plan. See the section titled “*Particulars of Matters to be Acted Upon – Approval and Ratification of Stock Plan*” in the Information Circular.
- 6. OTHER BUSINESS:** To transact such other business as may properly come before the Meeting or any adjournment or adjournments thereof.

**SHAREHOLDERS ARE REMINDED TO REVIEW THE INFORMATION CIRCULAR PRIOR TO VOTING.**

## **WEBSITES WHERE THE INFORMATION CIRCULAR IS POSTED**

The Information Circular can be viewed online under the Corporation's profile at [www.sedar.com](http://www.sedar.com) or on the Corporation's website at [www.pemcorp.ca](http://www.pemcorp.ca).

The Financial Statement Request Card is included with the proxy and voting instruction form.

## **HOW TO OBTAIN PAPER COPIES OF THE INFORMATION CIRCULAR**

Shareholders may request paper copies of the meeting materials, including the audited consolidated financial statements of the Corporation for the year ended March 31, 2019 and the report of the auditor's therein and related Management's Discussion and Analysis by first class mail, courier or the equivalent at no cost to the shareholder. Requests may be made up to one year from the date the Information Circular was filed on SEDAR by email to [info@pemcorp.com](mailto:info@pemcorp.com) or by calling (604) 669-0660 (collect calls accepted).

For shareholders who wish to receive paper copies of the Information Circular in advance of the voting deadline, requests must be received no later than September 5, 2019. The Information Circular will be sent to such shareholders within three business days of their request if such requests are made before the Meeting. Following the Meeting, the Information Circular will be sent to such shareholders within ten days of their request. Requests must be made by email to [info@pemcorp.com](mailto:info@pemcorp.com) or by calling (604) 669-0660 (collect calls accepted).

Those shareholders with existing instructions on their account to receive a paper copy of meeting materials will receive a paper copy of the Information Circular with this notification.

## **VOTING**

**YOU CANNOT VOTE BY RETURNING THIS NOTICE.** To vote your securities, you must vote using the method set out in the enclosed voting instruction form or proxy.

Registered shareholders are asked to return their proxies using the following methods by the proxy deposit date noted on your proxy:

**INTERNET:** [www.investorvote.com](http://www.investorvote.com)

Follow the instructions using the 15 digit control number noted on your proxy.

**MAIL:** Complete the form of proxy or any other proper form of proxy, sign it and mail it to Computershare at:

Computershare Investor Services Inc.  
Attention: Proxy Department  
100 University Avenue, 8th Floor  
Toronto, Ontario, Canada M5J 2Y1

**TELEPHONE:** 1.866.732.8683 (North America)  
1.312.588.4290 (If outside North America)  
You will need the 15 digit control number noted on your proxy.

Non-registered shareholders may vote or appoint a proxy using their voting instruction form. You should carefully follow the instructions of your intermediary, including those regarding when and where the completed proxy or voting instruction form is to be delivered.

## **FOR ANY QUESTIONS**

Shareholders with questions about Notice and Access can contact the Corporation at [info@pemcorp.com](mailto:info@pemcorp.com) or by calling (604) 669-0660.

DATED at Vancouver, British Columbia, this 7<sup>th</sup> day of August, 2019.

## **BY ORDER OF THE BOARD**

(signed) "*Kim C. Casswell*"  
Kim C. Casswell  
Corporate Secretary