



NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of the holders (“**Shareholders**”) of common shares (“**Common Shares**”) of Pacific Empire Minerals Corp. (the “**Corporation**”) will be held at Suite 501, 543 Granville Street, Vancouver, British Columbia, on Thursday, September 19, 2019 at 10:00 a.m. (Vancouver time), for the following purposes (which are further described in the Corporation’s information circular dated as of August 7th, 2019 (“**Circular**”) available on the Corporation’s website at www.pemcorp.ca and under the Corporation’s profile on SEDAR at www.sedar.com):

1. 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 Circular.
2. To set the number of directors to be elected at the Meeting at four. See the section titled “*Particulars of Matters to be Acted Upon – Set Number of Directors to be Elected*” in the Circular.
3. To elect the directors of the Corporation for the ensuing year. See the section titled “*Particulars of Matters to be Acted Upon – Election of Directors*” in the Circular.
4. To appoint Davidson & Company LLP, Chartered Professional Accountants, as the auditor of the Corporation for the ensuing year at a remuneration to be approved by the board of directors. See the section titled “*Particulars of Matters to be Acted Upon – Appointment and Remuneration of Auditor*” in the Circular.
5. 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 Circular.
6. To transact such other business as may properly come before the Meeting.

Only Shareholders of record as at the close of business on August 7, 2019 are entitled to notice of the Meeting. Shareholders are reminded to review the Circular before voting.

DATED at Vancouver, British Columbia this 7th day of August, 2019.

ON BEHALF OF THE BOARD OF DIRECTORS

(signed) “*Kim C. Casswell*”

Kim C. Casswell
Corporate Secretary

It is desirable that as many Common Shares as possible be represented at the Meeting. If you do not expect to attend and would like your Common Shares represented, please complete the enclosed Proxy (or Voting Instruction Form, a "VIF") and return it as soon as possible. To be valid, all Proxies must be returned to the offices of the Registrar and Transfer Agent of the Corporation, Computershare Investor Services Inc. (Attention: Proxy Department), 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1, Canada. Unregistered Shareholders must return their completed VIFs in accordance with the instructions given by their financial institution or other intermediary that sent it to them. Proxies and VIFs must be received no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the Meeting or any adjournment thereof. Late Proxies and VIFs may be accepted or rejected by the Chairman of the Meeting in his discretion and the Chairman of the Meeting is under no obligation to accept any particular late Proxy or VIF.

These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the issuer or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Corporation (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.