



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 (“**Shares**”) of Pacific Empire Minerals Corp. (the “**Corporation**”) will be held on Thursday, September 24, 2020 at 10:00 a.m. (Vancouver time), for the following purposes (which are further described in the Corporation’s information circular (“**Circular**”) available on the Corporation’s website at www.pemcorp.ca and 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, 2020 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.

The Meeting will not be conducted in person. Shareholders may attend and participate in the Meeting by way of teleconference only. For those who wish to attend, please use the following dial-in numbers as applicable:

North America: 1-800-319-7310 (Toll Free) Access Code: 96938#

International: +1 604 638-5353 (Long distances charges will apply) Access Code: 96938#

Only Shareholders of record as at the close of business on August 6, 2020 are entitled to notice of the Meeting. Shareholders are reminded to review the Circular before voting.

DATED at Vancouver, British Columbia this 10th day of August, 2020.

ON BEHALF OF THE BOARD OF DIRECTORS

(signed) “*Kim C. Casswell*”

Kim C. Casswell
Corporate Secretary

