



NOTICE OF ANNUAL AND SPECIAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual and special 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 15, 2022 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, 2022 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 three. 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 deemed appropriate, to pass, with or without variation, an ordinary resolution approving the Corporation’s Omnibus Equity Incentive Compensation Plan to take effect and replace the Corporation’s current 10% rolling stock option plan, as more particularly described in the Circular. See the section titled “*Particulars of Matters to be acted Upon – Approval of Omnibus Equity Incentive Compensation 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 July 28, 2022 are entitled to notice of the Meeting. Shareholders are reminded to review the Circular before voting.

DATED at Vancouver, British Columbia this 2nd day of August, 2022.

ON BEHALF OF THE BOARD OF DIRECTORS

(signed) “*Kim C. Casswell*”

Kim C. Casswell
Corporate Secretary

It is desirable that as many Shares as possible be represented at the Meeting. If you do not expect to attend and would like your Shares represented, please complete the enclosed Proxy (or Request for Voting Instructions, 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.

As permitted by the ‘Notice and Access’ provisions of the Canadian securities administrators, the Circular is available on the Corporation’s website and on SEDAR and has not been mailed to Shareholders. Shareholders may request, without any charge to them, a paper copy of the Circular (and the audited financial statements and related management’s discussion and analysis for the Corporation’s last financial year and any documents referred to in the Circular) and further information on Notice and Access by contacting the Corporation as follows:

<i>e-mail:</i>	<i>telecopier:</i>	<i>telephone:</i>
<i>kcasswell@seabordservices.com</i>	<i>(+1) 604-688-1157</i>	<i>(+1) 604-669-0660 (collect calls accepted)</i>

mail: Suite 501, 543 Granville Street, Vancouver, British Columbia, V6C 1X8, Canada

Requests for paper copies of the Circular (and any other related documents) must be received by no later than 12:00 noon (Vancouver time) on Thursday, September 1, 2022 in order for Shareholders to receive paper copies of such documents and return their completed Proxies or VIFs by the deadline for submission of 10:00 a.m. (Vancouver time) on Tuesday, September 13, 2022.