



Suite 650, 669 Howe Street
Vancouver, British Columbia
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NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the annual general meeting (the “**Meeting**”) of the shareholders of Southern Arc Minerals Inc. (the “**Company**”) will be held at Suite 650, 669 Howe Street, Vancouver, British Columbia on **DECEMBER 12, 2019** at 10:00 a.m. (Vancouver Time), for the following purposes:

1. to receive the annual financial statements of the Company for its fiscal year ended June 30, 2019, together with the report of the auditor thereon;
2. to fix the number of directors of the Company at six (6);
3. to elect directors of the Company for the ensuing year;
4. to re-appoint KPMG LLP as the auditor of the Company for the ensuing year and to authorize the directors to fix the remuneration of the auditor;
5. to re-approve the Company’s stock option plan, as more particularly described in the accompanying management information circular (the “**Information Circular**”);
6. to consider and, if deemed appropriate, pass, with or without variation, a resolution to approve the creation of a new “Control Person” (as that term is defined in the policies of the TSX Venture Exchange) of the Company, as more particularly described in the accompanying Information Circular;
7. to transact any other business which may properly come before the Meeting, or any adjournment or postponement thereof.

Accompanying this Notice of Meeting is an Information Circular, a form of Proxy, and a financial statements request card whereby shareholders can request to be added to the Company’s supplemental mailing list. The Information Circular provides more detailed information relating to the matters to be addressed at the Meeting and forms part of this Notice.

The Board of Directors has fixed the close of business on November 5, 2019 as the record date for determining shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournment of the Meeting. A shareholder entitled to vote at the Meeting is entitled to appoint a proxyholder to attend and vote in his/her stead. If you are unable to attend the Meeting, or any adjournment or postponement thereof, in person, please date, execute, and return the enclosed form of Proxy in accordance with the instructions set out in the notes to the Proxy and any accompanying information from your intermediary.

DATED at Vancouver, British Columbia, this 5th day of November, 2019.

ON BEHALF OF THE BOARD OF DIRECTORS

By: “John G. Proust”
Chief Executive Officer and Executive Chairman

These shareholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the Company 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 Company (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.