



Suite 650, 669 Howe Street  
Vancouver, British Columbia  
V6C 0B4 Canada  
www.southernarcminerals.com

### **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 via teleconference on Monday, **December 14, 2020** 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, 2020, together with the report of the auditor thereon;
2. to fix the number of directors of the Company at five (5);
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 to be paid to the auditor;
5. to authorize and approve the Company’s stock option plan, as more particularly described in the accompanying management information circular (the “**Information Circular**”); and
6. to transact any other business which may properly come before the Meeting, or any adjournment or postponement thereof.

**This year, as part of our corporate social responsibility in response to COVID-19, and in order to mitigate potential risks to the health and safety of our shareholders, employees, communities and other stakeholders, the Company will not be permitting in person voting at the Meeting, and shareholders must vote by proxy in advance of the Meeting in order to have their votes counted.**

To ensure the safety of our shareholders and other stakeholders entitled to attend the Meeting amidst the ongoing COVID-19 pandemic, the Company is conducting a virtual Meeting which allows participation via teleconference. The Meeting will be deemed to be held at the Company’s office located at Suite 650 – 669 Howe Street, Vancouver, BC, V6C 0B4. Registered shareholders and validly appointed proxyholders may attend the Meeting by calling 1-877-407-2991 (toll-free in Canada and United States) or 201-389-0925.

Accompanying this notice of Meeting is the Information Circular, a form of proxy (“**Proxy**”) or Voting Instruction Form (“**VIF**”), 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 4, 2020 as the record date for determining the shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournment or postponement thereof. 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.

Due to the COVID-19 pandemic and issues related to the verification of shareholder identity via teleconference, **in person voting will not be permitted at the Meeting.** If you are a registered shareholder and wish to have your vote counted, you will be required to complete, date, sign and return, in the envelope provided for that purpose, the accompanying Proxy for use at the Meeting or any adjournment or postponement thereof. To be effective, the Proxy

must be received by our transfer agent, Computershare Investor Services Inc., by no later than 10:00 a.m. (*Vancouver time*) on December 10, 2020 or no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time to which the Meeting may be adjourned or postponed. Alternatively, you may vote by telephone or via the internet following the instructions provided on the Proxy and in the Information Circular.

If you are a non-registered holder of Company shares and have received this notice of Meeting and accompanying materials through an intermediary, such as an investment dealer, broker, custodian, administrator or other nominee, or a clearing agency in which the intermediary participates, please complete and return the form of VIF provided to you in accordance with the instructions provided therein.

If you have any questions about the procedures required to qualify to vote at the Meeting or about obtaining and depositing the required form of Proxy, you should contact Computershare Investor Services Inc. by telephone at 1-800-564-6253 (toll free in North America) or 514-982-7555, by fax at 1-866-249-7775 (toll free in North America) or 416-263-9524, or by e-mail at [service@computershare.com](mailto:service@computershare.com).

DATED at Vancouver, British Columbia, this 4<sup>th</sup> day of November, 2020.

**ON BEHALF OF THE BOARD OF DIRECTORS**

By: “John G. Proust”  
Chief Executive Officer

**Whether or not you expect to attend the Meeting via telephone conference, please submit the accompanying Proxy or VIF well in advance of the voting deadline at 10:00 a.m. (*Vancouver time*) on Wednesday, October 21, 2020 or no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time to which the Meeting may be adjourned or postponed. In person voting will not be permitted at the Meeting due to the COVID-19 pandemic and issues related to the verification of shareholder identity via teleconference. The accompanying Circular provides further information respecting proxies and the matters to be considered at the Meeting and is deemed to form part of this notice of Meeting.**

*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 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.*