



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 16, 2021** 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, 2021, 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 such other business which may properly come before the Meeting, or any adjournment or postponement thereof.

The Meeting will be deemed to be held at the Company’s office located at Suite 650 – 669 Howe Street, Vancouver, British Columbia, Canada; however, **the Meeting will be held by teleconference only. You will not be able to attend the Meeting in person.** Registered shareholders and validly appointed proxyholders may attend the Meeting by contacting Eileen Au, Corporate Secretary at eau@sarmin.com or 778-725-1483 to obtain the teleconference number that will permit them to attend the virtual Meeting.

The Board of Directors has fixed the close of business on November 8, 2021 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.

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.

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. Registered shareholders who wish to have their vote counted at the Meeting must complete and deliver the accompanying form of proxy, or another suitable form of proxy in accordance with the instructions set out in the form of proxy and in the Information Circular.

Non-registered shareholders must follow the instructions set out in the form of Proxy or VIF to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered shareholder.

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.

DATED at Vancouver, British Columbia, this 8th day of November, 2021.

ON BEHALF OF THE BOARD OF DIRECTORS

By: “John G. Proust”
Chief Executive Officer

Please submit the accompanying Proxy or VIF well in advance of the voting deadline at 10:00 a.m. (Vancouver time) on December 14, 2021 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. 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 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.