

DEEP-SOUTH RESOURCES INC.

2022 ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS

You are receiving this notification as Deep-South Resources Inc. (the “**Company**”) has decided to use the notice and access model for delivery of meeting materials to its shareholders in respect of its 2022 Annual and Special Meeting (“**Meeting**”) to be held on February 28, 2023. This Notice of Meeting is prepared under the notice and access rules that came into effect on February 11, 2013 under National Instrument 54-101 “*Communication with Beneficial Owners of Securities of a Reporting Issuer*”. Under notice and access, shareholders still receive a proxy or voting instruction form enabling them to vote at the Meeting. However, instead of a paper copy of the management information circular (the “**Information Circular**”), shareholders receive this notice with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally responsible, as it will help reduce paper use and the Company’s carbon footprint, and will also reduce the cost of printing and mailing of the Meeting materials to shareholders.

MEETING DATE AND LOCATION February 28, 2023 at 10:00 a.m. PST

Virtual Meeting

This year to mitigate risks to the health and safety of the Company’s shareholders, employees and other stakeholders, the Company will be holding its Meeting in a virtual only format. Shareholders will have an equal opportunity to participate at the Meeting online regardless of geographic location. Registered shareholders (as defined in the accompanying Information Circular and proxyholders will be able to attend the Meeting and vote virtually. Non-registered shareholders who have not duly appointed themselves as proxyholder will be able to attend the Meeting as a guest but will not be able to vote at the Meeting. This voting restriction results from the transfer agent not having a record of non-registered shareholders, such that it would be unable to confirm shareholdings or entitlement to vote unless they appoint themselves as proxyholder. Please see “Appointment and Revocation of Proxy” in the accompanying Information Circular.

Attending the Meeting Virtually

Shareholders will not be able to attend the Meeting in person. Instead, Registered shareholders and duly appointed proxyholders can virtually attend, participate, vote, or submit questions at the virtual Meeting online and non-registered shareholders will be able to attend the virtual Meeting online by registering before February 28, 2023 at the following link:

<https://bit.ly/3FPCwYe>

After registering by completing the online survey, you will receive a confirmation email with access instructions.

To ensure a smooth process, the Company is asking registered participants to log in by 10:00 a.m. (PST) on February 28, 2023. It is the shareholders’ responsibility to ensure connectivity during the meeting and the Company encourages its shareholders to allow sufficient time to log in to the Meeting before it begins.

Just as they would be at an in-person meeting, Registered shareholders and duly appointed proxyholders will be able to attend the virtual Meeting, participate, submit questions online and vote virtually, all in real time, provided they are connected to the internet and comply with all of the requirements set out in the Information Circular. Registered shareholders who are unable to attend the virtual Meeting are requested to complete, sign and date the accompanying form of proxy in accordance with the instructions provided therein and in the Information Circular and return it in accordance with the instructions and timelines set forth in the Information Circular. Non-registered (or beneficial) shareholders who have not duly appointed themselves as proxyholder will be able to attend the virtual Meeting as “guests”, but will not be able to participate, submit questions or vote at the virtual Meeting.

SHAREHOLDERS WILL BE ASKED TO CONSIDER AND/OR VOTE ON THE FOLLOWING MATTERS:

1. **FINANCIAL STATEMENTS:** To receive and consider the audited consolidated financial statements of the Company for the financial year ended August 31, 2022, together with the report of the auditors thereon. NOTE: There are no financial statements included in the mailing. The audited consolidated financial statements and related MD&A have already been mailed to those shareholders who have previously requested to receive them.
2. **SET THE NUMBER OF DIRECTORS:** To set the number of directors of the Company at six (6). See the section entitled “*Particulars of Matters to be Acted upon – 2. Set Number of Directors*” in the Information Circular.

3. **ELECTION OF DIRECTORS:** To elect directors of the Company for the ensuing year. See the section entitled “*Particulars of Matters to be Acted upon – 3. Election of Directors*” in the Information Circular.
4. **RE-APPOINTMENT OF AUDITOR:** To re-appoint Smythe LLP, Chartered Professional Accountants, as auditors of the Company for the ensuing year and to authorize the directors to fix their remuneration. See “*Particulars of Matters to be Acted upon – 4. Re-Appointment of Auditor*” in the Information Circular.
5. **TO APPROVE THE COMPANY’S NEW OMNIBUS EQUITY INCENTIVE PLAN** See “Particulars of Matters to be Acted upon – 5. *New omnibus equity incentive plan*” in the Information Circular.
6. **OTHER BUSINESS:** To transact such other business as may properly come before the Meeting or any adjournment thereof. See the section entitled “*Other Business*” in the Information Circular.

Reference is made to the Information Circular of the Company dated January 13, 2023, which contains additional details concerning the matters outlined above.

SHAREHOLDERS ARE REMINDED TO VIEW THE INFORMATION CIRCULAR FOR THE MEETING PRIOR TO VOTING.

WEBSITES WHERE MEETING MATERIALS ARE POSTED:

The Meeting materials may be viewed online under the Company’s profile at www.sedar.com or the Company’s website at deepsouthresources.com.

HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS:

Shareholders may request paper copies of the materials for the Meeting be sent to them by postal delivery at no cost to them. To ensure you receive the materials in advance of the voting deadline and Meeting date, all requests must be received no later than February 15, 2023. If you do request a paper copy of the Meeting materials, please note that another Voting Instruction Form/Proxy will not be sent; please retain your current one for voting purposes.

Shareholders who wish to receive paper copies of the Meeting materials may request copies from the Company by sending written notice to Suite 888, 700 West Georgia Street, Vancouver, British Columbia V7Y 1G5, or by fax to (604) 662-3791; by telephone call to the Company at (604) 718-5454 or toll-free: 1-888-500-4587; or by email to the Company at info@deepsouthresources.com. Meeting Materials will be sent to such shareholders within three business days of their request if such requests are received by the Company no later than five business days before the Meeting date. Requests may also be made up to one year from the date the Information Circular was filed on SEDAR.

Stratification used: NO

VOTING

Registered shareholders are asked to return their proxies using one of the following methods at least two business day in advance of the proxy cut-off date as set out in the accompanying proxy:

Internet:	www.investorvote.com
Telephone:	1-866-732-VOTE (8683) Toll Free 1-312-588-4290 Direct Dial for registered holders outside of North America
Fax:	1-866-249-7775 or 416-263-9524
Mail:	Computershare Trust Company of Canada, Proxy Dept. 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, Canada

Non-registered holders are asked to use the voter instruction form provided by your intermediary (bank, trust company or broker) and return it as early as practicable to ensure that it is transmitted on time. It must be received by your intermediary with sufficient time for them to file a proxy by the deadline noted above.

Shareholders with questions about notice and access can email the Company at info@deepsouthresources.com or can telephone the Company at (604) 718-5454.