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NOTICE OF ANNUAL GENERAL MEETING

The annual general meeting of **Deep-South Resources Inc.** (the “Company”) will be held at Suite 1500 – 1055 West Georgia Street, Vancouver, British Columbia, on Friday, February 28, 2020 at 11:00 a.m. Pacific Time (the “Meeting”), for the following purposes:

1. to table the audited financial statements of the Company for the fiscal year ended August 31, 2019, the report of the auditor thereon and the related management discussion and analysis;
2. to elect directors of the Company for the ensuing year;
3. to appoint Morgan & Company LLP, Chartered Professional Accountants, as auditors of the Company for the ensuing year; and
4. to ratify and approve the continuation of the Company’s 10% “rolling” share option plan, as more particularly described in the accompanying Information Circular.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting. No other matters are contemplated, however any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

The audited financial statements for the year ended August 31, 2019, the report of the auditor and related management discussion and analysis will be made available at the Meeting and are available on www.sedar.com

Registered shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.

Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form 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.

DATED at Vancouver, British Columbia, January 24, 2020.

BY ORDER OF THE BOARD

“Pierre Léveillé”

Pierre Léveillé
President and Chief Executive Officer