



Suite 888 – 700 West Georgia Street, Vancouver, BC V6C 2T6

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the Annual General Meeting (the “**Meeting**”) of shareholders of **Deep-South Resources Inc.** (the “**Company**”) will be held at Suite 888 – 700 West Georgia Street, British Columbia, on February 25, 2021, at 11:00 a.m. (Vancouver Time), for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Company for its fiscal year ended August 31, 2020, together with the auditor’s report thereon;
2. to set the number of directors at seven (7);
3. to elect directors of the Company for the ensuing year;
4. to re-appoint Smythe LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and to authorize the directors to fix the auditor’s remuneration;
5. to consider and, if thought fit, approve an ordinary resolution to confirm and re-approve the Company’s Stock Option Plan, as more particularly described in the accompanying management information circular, for continuation during the ensuing year, and
6. to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

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 the Meeting via teleconference. Registered shareholders and validly appointed proxyholders may attend the Meeting by calling the following toll-free number: 1-888-884-4538. All callers will be prompted to enter the following passcode upon entering the teleconference: 917-2180.

The details of all matters proposed to be put before shareholders at the Meeting are set forth in the management information circular (the “**Information Circular**”) accompanying this Notice of Meeting. At the Meeting, shareholders will be asked to approve each of the foregoing items. **Shareholders are reminded to review all information contained in the Information Circular prior to voting.**

Notice and Access

The Company is using the notice and access procedure (“**Notice and Access**”) adopted by the Canadian Securities Administrators for the delivery of the Information Circular. This alternative means of delivery is more environmentally friendly as it will help reduce paper use and mitigate the Company’s printing and mailing costs. Under Notice and Access, shareholders are still entitled to receive a form of proxy (or voting instruction form) enabling you to vote. However, instead of receiving paper copies of the Information Circular, shareholders receive this notice of Meeting and a Notice and Access notification which contains information about how to access the Information Circular. For more information about Notice and Access procedures, please call toll-free at toll-free: 1-888-500-4587.

Websites Where Meeting Materials are Posted

Under Notice and Access, the Company will deliver applicable Meeting materials to shareholders by posting the Meeting materials at <http://www.envisionreports.com/DSMAGM2020>.

The Meeting materials will be available on this website as of January 20, 2021, and will remain on the website for one full year thereafter. The Meeting materials will also be available under the Company's profile on SEDAR at www.sedar.com as of January 20, 2021.

How to Obtain Paper Copies of Meeting Materials

Shareholders will receive a Notice and Access notification which will contain information on how to obtain electronic and paper copies of the Meeting materials in advance of the Meeting. 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; or 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. 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 22, 2021.

Record Date

The directors of the Company have fixed January 13, 2021 as the record date for the Meeting (the "**Record Date**"). Only shareholders of record at the close of business on the Record Date are entitled to vote at the Meeting or any adjournment or postponement thereof.

Proxies

If you are a registered shareholder of the Company and unable to attend the Meeting via teleconference, please exercise your right to vote by completing and returning the accompanying form of proxy and deposit it with Computershare Trust Company of Canada. Proxies must be completed, dated, signed and returned to Computershare Trust Company of Canada, Proxy Department, at 8th Floor, 100 University Avenue, Toronto, Ontario, Canada, M5J 2Y1 by 11:00 a.m. (Vancouver time) on February 23, 2021, or if the Meeting is adjourned or postponed, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the date to which the Meeting is adjourned or postponed. Telephone voting can be completed at 1-866-732-8683, voting by fax can be sent to 1-866-249-7775 or 416-263-9524 and Internet voting can be completed at www.investorvote.com.

If you are a non-registered shareholder, please follow the instructions from your bank, broker or other financial intermediary for instructions on how to vote your shares.

DATED at Vancouver, British Columbia, January 13, 2021.

BY ORDER OF THE BOARD

"Pierre Léveillé"

Pierre Léveillé
President & Chief Executive Officer

DEEP-SOUTH RESOURCES INC.

2020 ANNUAL 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 2020 Annual General Meeting (“**Meeting**”) to be held on February 25, 2021. 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 25, 2021 at 11:00 a.m. PST

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 the Meeting via teleconference. Registered shareholders and validly appointed proxyholders may attend the Meeting by calling the following toll-free number: 1-888-884-4538. All callers will be prompted to enter the following passcode upon entering the teleconference: 917-2180.

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, 2020, 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 seven (7). See the section entitled “*Particulars of Matters to be Acted upon – 1. 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 – 2. 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 – 3. Re-Appointment of Auditor*” in the Information Circular.
5. **RE-APPROVAL OF STOCK OPTION PLAN:** To confirm and re-approve the Company’s Stock Option Plan for continuation during the ensuing year. See “*Particulars of Matters to be Acted upon – 4. Continuation of Stock Option 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, 2021, 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:

<http://www.envisionreports.com/DSMAGM2020>

The Meeting materials may also be viewed online under the Company’s profile at www.sedar.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 18, 2021. 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 one 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.