

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1: Name and Address of Company

Deep-South Resources Inc.
#888 – 700 West Georgia Street
Vancouver, B.C. V7Y 1G5
Telephone: 819-340-0140

Item 2: Date of Material Change

May 20, 2021

Item 3: News Release

The news release was disseminated on May 10, 2021 through Newswire and filed on SEDAR.

Item 4: Summary of Material Change

DEEP-SOUTH INTERSECTS 152 METRES OF 0.47% CuEq, INCLUDING 30 METRES OF 0.81% CuEq FROM SURFACE

Item 5: Full Description of Material Change

See Schedule “A” attached

Item 6: Reliance on subsection 71(2) of National Instrument 51-102

N/A

Item 7: Omitted Information

N/A

Item 8: Executive Officer

The following executive officer of the Company is knowledgeable about the material change disclosed in this report and may be contacted as follows:

Pierre Leveille
President & CEO
Telephone: 819-340-0140

Item 9: Date of Report

May 10, 2021

SCHEDULE "A"
to the Material Change Report dated May 10, 2021



Suite 888, 700 West Georgia, Vancouver, British Columbia, V7Y 1G5
Tel: +1-819-340-0140. E-mail: info@deepsouthresources.com
Web site: <http://www.deepsouthresources.com>

**DEEP-SOUTH INTERSECTS 152 METRES OF 0.47% CuEq, INCLUDING 30
METRES OF 0.81% CuEq FROM SURFACE**

Vancouver, B.C., Canada – May 10, 2021 – Deep-South Resources Inc. ("Deep-South" or "the Company") (TSX-V: DSM) announced today the first assay results from its current drilling program at its Haib Copper project in southern Namibia.

Significant copper and molybdenum intersections include:

- **HM06 : 0.47% CuEq over 152 metres, including 30 metres at 0.81% CuEq**
- **HM07 : 0.42% CuEq over 128 metres, including 14 metres at 0.57% CuEq**
- **HM10 : 0.65% CuEq over 36 metres, including 12 metres at 1.04% CuEq**

Pierre Leveille, President & CEO of Deep-South stated that: ***"We are extremely enthusiastic by the first results from our active drill program. Previous drilling programmes point to the presence of higher grade zones of Cu, probably associated with near vertical structures within the broader mineralised areas of the project. The use of vertical drilling in the past potentially missed those structures during those programs resulting in an underestimation of overall grade. This current drilling program is looking to redress this through the use of inclined holes to identify and delineate these structures and test the association with higher Cu grade zones. These first results seem to support this updated interpretation, showing substantial intersections at Cu grades considered high for Haib. Additionally the presence of molybdenum has been confirmed with high Mo grades obtained in association with structures and alterations. Furthermore, three holes have expanded the size of Pit 2 in the higher-grade area."***

The first five holes for which assay results have been received cover some 800.60 metres and were drilled on central mineralised portion of the deposit to better delineate the extension of this zone to other mineralised areas located to the northwest and southwest. The holes have successfully encountered intercepts of mineralization from bedrock or near bedrock surface. Assay results for the holes are tabulated below:

Significant Cu Intersections

Hole#	Zone	From (m)	To (m)	Width (m) ¹	CuEq (%) ²	Cu (%)	Mo (%)
HM01	Main	28,00	34,00	6,00	0,38	0,38	0,001
HM06	Main	0,00	152,34	152,34	0,47	0,45	0,006
	Including	4,00	42,00	38,00	0,66	0,64	0,005
	Including	54,00	84,00	30,00	0,81	0,79	0,007
HM07	Main	32,00	160,00	128,00	0,42	0,38	0,011
	Including	38,00	52,00	14,00	0,57	0,53	0,011
	Including	92,00	104,00	12,00	0,49	0,43	0,019
	Including	136,00	152,00	16,00	0,53	0,49	0,012
HM08	Main	10,00	28,00	18,00	0,26	0,22	0,011
	Main	44,00	94,00	50,00	0,59	0,53	0,017
	Including	48,00	64,00	16,00	0,88	0,84	0,012
HM10	Main	66,00	102,00	36,00	0,65	0,60	0,016
	Including	68,00	80,00	12,00	1,04	0,90	0,043
	Including	82,00	86,00	4,00	0,72	0,72	0,001
	Main	114,00	120,00	6,00	0,46	0,45	0,002

1. Width refers to intersection width; true widths have not been determined.

2. CuEq (copper equivalent) has been used to express the combined value of copper and molybdenum and is provided for illustrative purposes only. No allowances have been made of recovery losses that may occur should mining eventually result. Calculations use metal prices of US\$3.00/lb copper, US\$10/lb molybdenum using the formula: CuEq% = Cu% + (Mo% [\$10/\$3])

Holes HM06 and HM08

Both were on the central mineralised zone (Pit2) and HM08 was positioned to test the westward extension of this zone. Another zone (Pit3) is located to the northwest of Pit2 and HM06 was located to delineate the continuity of Cu grade between these two zones. HM08 encountered a high Cu intersection over 50m, extending high grades in Pit2 both southwards and westwards. High Mo grades were also returned from the upper portions of this hole. HM06 encountered significant Cu grades from surface for its entire length. **Not only has it extended high grades to surface but indicates that high grade continuity between Pit2 and Pit3 is more extensive than previously demonstrated,** A section cross these two holes is show below in Figure 1.

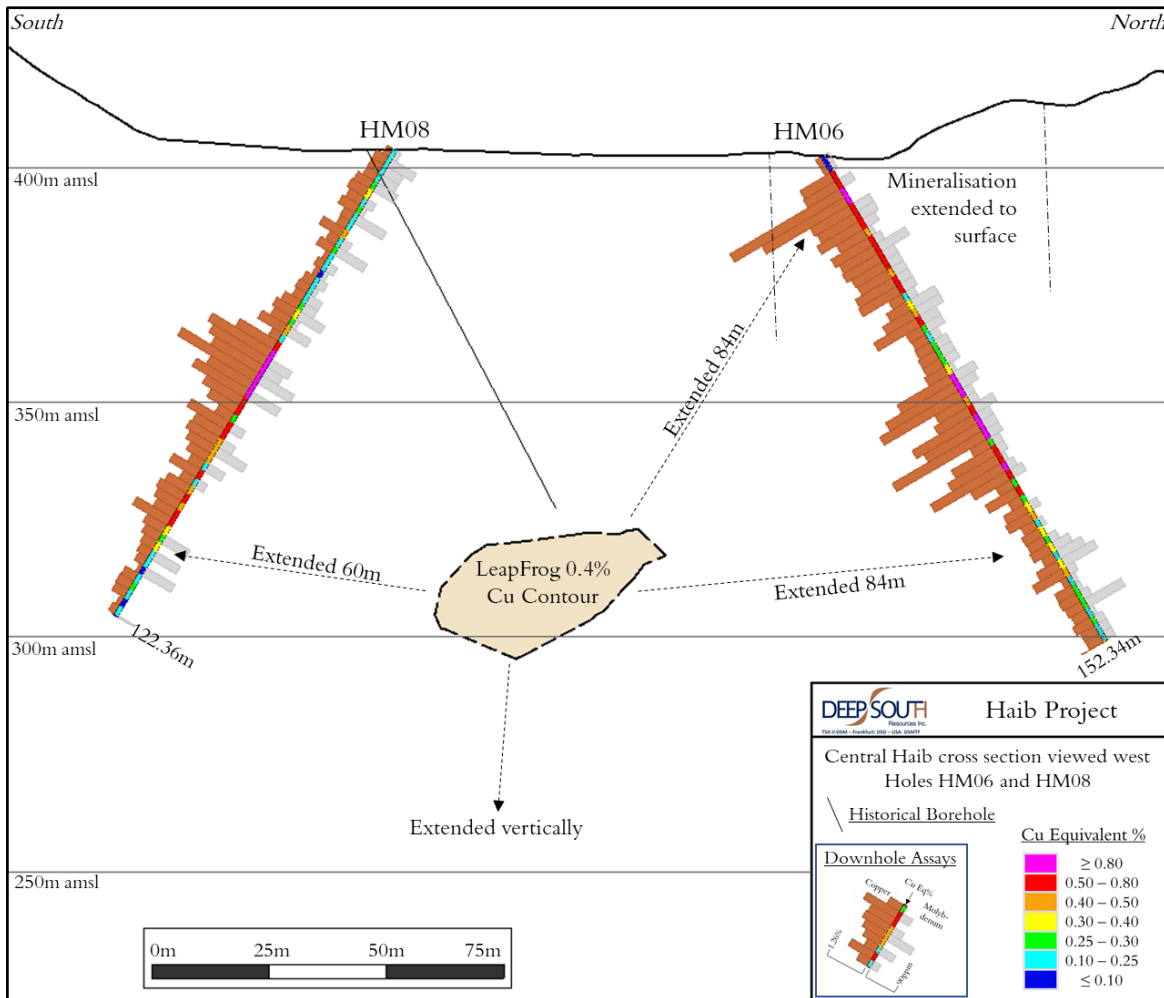


Figure 1: Vertical section looking west showing results for HM06 and HM08. The outline of the 0.4% Cu contour previously derived from LeapFrog™ is shown.

Holes HM07 and HM10

Also drilled on the central high grade zone, Pit2, HM06 was planned as an infill hole to confirm the high grade extrapolated between relatively widely spaced holes, while HM10 tested to extension of the Pit2 high grades towards the northeast. Both holes encountered significant Cu intersections with HM07 confirming the presence of the high grade zone. **HM10 shows the mineralization potentially extends significantly further north than previously shown.** A vertical section for these two holes is shown in Figure 2.

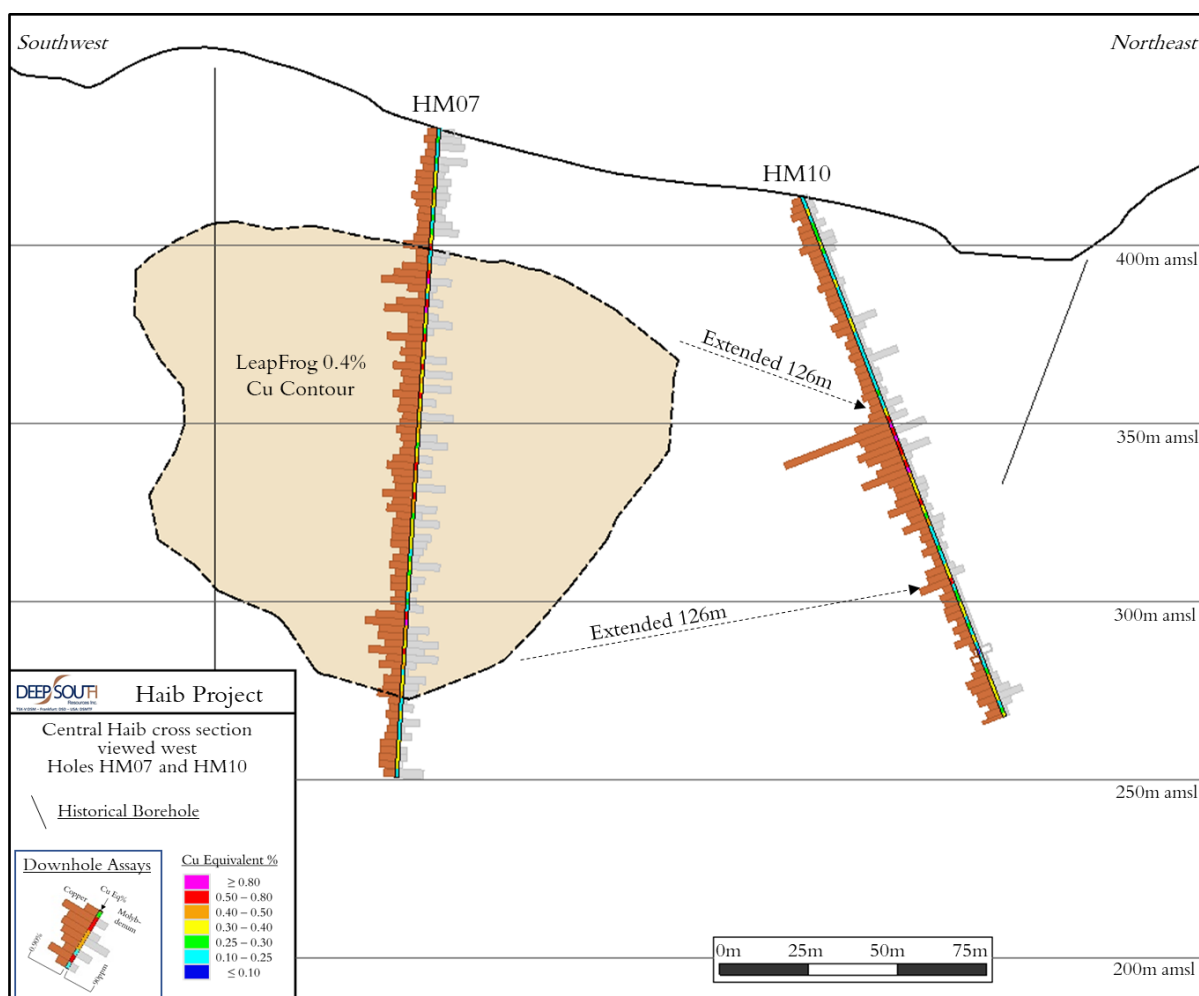


Figure 2: Vertical section looking northwest showing results for HM07 and HM10. The outline of the 0.4% Cu contour previously derived from LeapFrog™ is shown.

Drill Program Update

Two drill rigs are active on the property, fourteen holes have been completed, and two holes are currently in progress. Results for five holes have been received and released. A further six holes have been completed, processed, and submitted to the lab for assay with results pending. The program is planned for 10,000 metres, of which 25% has been completed to date. The Haib Copper Deposit is one of the oldest porphyry deposits in the world at 1.8 billion years old (archean). Over time, it has seen several transformations resulting in shearing and faulting events. Those events have re-mobilized and concentrated the mineralization along the shears and faults.

The specific focus of this drilling campaign is to further delineate and grow the higher-grade zone(s) of the Haib deposit uncovered by Deep-South in 2019 with the ultimate goal of establishing a measured resource over that higher-grade section of the deposit. The Company also plans to drill a number of holes to depths greater than 350 meters to test the vertical extent

of the deposit. **The MSA Group of South Africa has been appointed to provide an updated NI 43-101 resource estimation after the drilling program completion.**

Quality Control

All drill cores are logged, photographed, and cut in half with a diamond saw. Half of the cores are bagged and sent to ALS Laboratories Ltd. in Johannesburg, South Africa for analysis (SANAS Accredited Testing Laboratory, No. T0387), while the other half is quartered with one quarter archived and stored on site for verification and reference purposes while the other quarter will be used for metallurgical test work. 33 elements are analyzed by Induced Coupled Plasma (ICP) utilizing a 4-acid digestion and gold is assayed using a 30g fire assay method. Duplicate samples, blanks, and certified standards are included with every batch and are actively used to ensure proper quality assurance and quality control.

About the Haib Copper deposit

The Haib Copper project hosts a porphyry copper deposit containing a NI 43-101 compliant indicated resource estimate of 457 MT @ 0.31% Cu for 3.12 billion lbs copper and an inferred resource estimate of 342 MT @ 0.29% Cu for 2.19 billion lbs copper. Deep-South disclosed a robust Preliminary Economic Assessment (PEA) on December 15, 2020. The press release disclosing the NI 43-101 resource estimation and the PEA reports can be seen here: <https://www.deepsouthresources.com/investors/news-releases/deep-south-pea-update-returns-significantly-improved-economics/>

Please note that: Mineral Resources that are not mineral reserves do not have demonstrated economic viability. Mineral resource estimates do not account for mineability, selectivity, mining loss and dilution. These mineral resource estimates are based on Indicated Mineral Resources that are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as mineral reserves. However, there is no certainty that these indicated mineral resources will be converted to measured categories through further drilling, or into mineral reserves, once economic considerations are applied. There is no certainty that the preliminary economic assessment will be realized.

Qualified Person

Mr. Dean Richards Pr.Sci.Nat. , MGSSA – BSc. (Hons.) Geology, is the Qualified Person for the Haib Project as defined by National Instrument 43-101 and has approved the technical disclosure contained in this news release.

About Deep-South Resources

Deep-South Resources is a mineral exploration and development company. Deep-South holds 100% of the Haib Copper deposit in the south of Namibia. Haib is one of the largest undeveloped copper deposits in Africa.

The recent preliminary economic assessment showed that at a price of copper of \$3.00 / lb, it generates an after-tax NPV of \$950 million and an after-tax IRR of 30%. At \$4.00 / lb, it

generates an after-tax NPV of \$1,650 million and an after-tax IRR of 42%. (See the press release here: <https://www.deepsouthresources.com/investors/news-releases/deep-south-pea-update-returns-significantly-improved-economics/>)

Deep-South growth strategy is to focus on the exploration and development of quality assets in significant mineralized trends and close to infrastructures in stable countries. In using and assessing environmental friendly technologies in the development of its copper project, Deep-South embraces the green revolution.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

This press release contains certain "forward-looking statements," as identified in Deep-South's periodic filings with Canadian Securities Regulators that involve a number of risks and uncertainties.

There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements.

This News Release contains forward-looking statements, which relate to future events. In some cases, you can identify forward-looking statements by terminology such as "will", "may", "should", "expects", "plans", or "anticipates" or the negative of these terms or other comparable terminology. All statements included herein, other than statements of historical fact, are forward looking statements, including but not limited to the Company's plans regarding the Haib Copper project. These statements are only predictions and involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, level of activity, performance or achievements to be materially different from any future results, levels of activity, performance, or achievements expressed or implied by these forward-looking-statements. Such uncertainties and risks may include, among others, actual results of the Company's exploration activities being different than those expected by management, delays in obtaining or failure to obtain required government or other regulatory approvals or financing, inability to procure equipment and supplies in sufficient quantities and on a timely basis, equipment breakdown and bad weather. While these forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect the Company's current judgment regarding the direction of its business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions or other future performance suggestions herein. Except as required by applicable law, the Company does not intend to update any forward-looking statements to conform these statements to actual results.

More information is available by contacting Pierre Léveillé, President & CEO at +1-819-340-0140 or at: info@deepsouthresources.com or Paradox Public Relations at +1-514-341-0408.