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

June 16, 2021

Item 3: News Release

The news release was disseminated on June 16, 2021 through Newswire and filed on SEDAR.

Item 4: Summary of Material Change

Update on Deep-South Haib Copper Licence Renewal

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

June 16, 2021

SCHEDULE "A"
to the Material Change Report dated June 16, 2021

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UPDATE ON DEEP-SOUTH HAIB COPPER LICENCE RENEWAL

Vancouver, B.C., Canada – June 16, 2021 – Deep-South Resources Inc. ("Deep-South" or "the Company") (TSX-V: DSM) announces that it has received notice from the Ministry of Mines and Energy of Namibia (the "Ministry") informing the Company that its application for the renewal of its Exclusive Prospecting Licence 3140 (the "Licence") has been denied citing the Company's inability to advance the Licence to Pre-Feasibility and complete the proposed drilling program as planned. The Company has requested an urgent meeting with the Minister to review and reverse the decision. The Company is convinced it is a misunderstanding. The Minister has accepted a meeting to discuss the matter. The meeting should take place early next week.

The Company maintains that the Ministry was kept well apprised, with no objection on their part, of a proposed change from the Pre-Feasibility study to upgraded Preliminary Economic Assessment (PEA) and commencement of a full feasibility study. Moreover, the Ministry issued all permits required for the drilling program and are well aware that Deep-South has completed the drilling program.

Pierre Léveillé, President & CEO of Deep-South stated, *"In the context that the Company is well funded and moving ahead with a large development program, the decision of the Minister is surprising and certainly not in the best interest of the development of the mineral resources of Namibia. We believe that a meeting with the Minister will remove any possible misunderstanding and the situation will be rectified in the shortest time frame possible. We are hopeful that our efforts to meet with the Minister will reach a positive outcome"*

In its application for renewal and subsequent representations made to the Ministry, the Company has clearly demonstrated that it adequately meets the criteria under the *Minerals (Prospecting and Mining) Act* (Namibia) (the "Act") to justify the renewal of its Licence. Accordingly, the Company is of the opinion that the refusal is unreasonable.

The Company has demonstrated to the Minister that during the past two tenures (from April 2017 to April 2021), it has invested **CAD$ 2 million** (**N$ 23 million)** with the completion of among other things, a NI 43-101 resource estimation, a Preliminary Economic Assessment (PEA), a large two ton sampling and bio heap-leach test, geological mapping, modelling and an upgraded PEA. Furthermore, in its renewal application, the Company has proposed a Feasibility Study program with a budget of **CAD$ 7.1 million (N$ 80 million)**. The program was underway with 3 drills and 42 employees on site. METS and CSIRO of Australia have also begun metallurgical tests, bio-leaching, High Pressure Grinding Roller tests and a flow sheet optimization program in two laboratories in Australia. Knight Piesold also has 4 scoping studies underway covering water usage, alternative power solutions and leach pad assessment and environmental path to the ESIA. The Company has also informed the Ministry that at the completion of the Feasibility Study, it is planning to build a pilot plant on site for an estimated cost of **CAD$ 25.5 million** (**N$ 286 million)**.

As a result of the Minister's refusal to renew the Licence, the Company has immediately suspended all work on site and hopes that the retrenchment of its employees will be avoided.

About Deep-South Resources Inc

Deep-South Resources is a mineral exploration and development company Deep-South growth strategy is to focus on the exploration and development of quality assets in significant mineralized trends and in proximity to infrastructure in stable countries. In using and assessing environmentally friendly technologies in the development of its copper project, Deep-South embraces the green revolution.

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.

Caution Regarding Forward-Looking Information

Information contained in this news release which are not statements of historical facts may be "forward-looking information" for the purposes of Canadian securities laws. Such forward-looking information involves risks, uncertainties and other factors that could cause actual results, performance, prospects and opportunities to differ materially from those expressed or implied by such forward looking information. The words "believe", "expect", "anticipate", "contemplate", "plan", "intends", "continue", "budget", "estimate", "may", "will", "schedule", "understand" and similar expressions identify forward-looking information. These forward-looking statements relate to, among other things: the Minister's refusal to renew the Company's Licence, future discussions with the Minister relating to such refusal and the potential for any successful negotiated solution resulting from any such discussions.

Forward-looking information is necessarily based upon a number of estimates and assumptions that, while considered reasonable by Deep-South, are inherently subject to significant technical, political, business, economic and competitive uncertainties and contingencies. Known and unknown factors could cause actual results to differ materially from those projected in the forward-looking information. Factors and assumptions that could cause actual results or events to differ materially from current expectations include, among other things: political risks associated with the Company's operations in Namibia; the failure of the Namibian Government to comply with its continuing obligations under the Act to allow for the renewal of the Licence; the impact of changes in, or to the more aggressive enforcement of, laws, regulations and government practices; the inability of the Company and its subsidiaries to enforce their legal rights in certain circumstances. For additional risk factors, please see the Company's most recently filed Management Discussions & Analysis for its quarter ended ended February 28, 2021 available on SEDAR at www.sedar.com.

There can be no assurances that forward-looking information and statements will prove to be accurate, as many factors and future events, both known and unknown could cause actual results, performance or achievements to vary or differ materially from the results, performance or achievements that are or may be expressed or implied by such forward-looking statements contained herein or incorporated by reference. Accordingly, all such factors should be considered carefully when making decisions with respect to Deep-South, and prospective investors should not place undue reliance on forward looking information. Forward-looking information in this news release is made as at the date hereof. The Company assumes no obligation to update or revise forward-looking information to reflect changes in assumptions, changes in circumstances or any other events affecting such forward-looking information, except as required by applicable law.