

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

SOUTHERN EMPIRE RESOURCES CORP.
420 – 789 West Pender Street
Vancouver, BC V6C 4B6

Item 2. Date of Material Change

August 28, 2023

Item 3. News Release

The news release was issued on August 28, 2023 and was filed on SEDAR.

Item 4. Summary of Material Change

Southern Empire Resources Corp. ("Southern Empire") announced that it has entered into an agreement with Cuprum Mining Corporation ("Cuprum") to acquire up to a one hundred percent (100%) interest in the share capital of Cuprum.

Item 5. Full Description of Material Change

Southern Empire announced that it has entered into an agreement (the "Agreement") with Cuprum, a private Canadian company at arm's length, that grants Southern Empire the opportunity to acquire up to a one hundred percent (100%) interest in the share capital of Cuprum, and thereby a 100% beneficial interest in Cuprum's Suaqui Verde Copper Project ("Suaqui Verde" or the "Project") that comprises certain mineral tenements, surface and water rights located in the mining-friendly State of Sonora, northwestern México.

Further details of the Project are set out in the Company's news release dated August 28, 2023, which is filed under the Company's SEDAR profile at www.sedar.com.

Item 6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officer

Dale Wallster
Chief Executive Officer
(604) 562 5737

Item 9. Date of Report

August 29, 2023