FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

SOUTHERN EMPIRE RESOURCES CORP.
400 - 789 West Pender Street
Vancovuer, BC V6C 1H2

(the "Company")

Item 2. Date of Material Change

June 5, 2026.

Item 3. News Release

The news release was issued on June 5, 2026 and disseminated via Stockwatch.

Item 4. Summary of Material Change

The Company announced that that is has closed its previously announced non-brokered private placement financing of 26,152,200 common shares for gross proceeds of $1,830,654. The Company also announced related party transactions.

Item 5. Full Description of Material Change

The Company announced that that is has closed its previously announced non-brokered private placement financing of 26,152,200 common shares ("Common Shares") at a price of $0.07 per Common Share for gross proceeds of up to $1,830,654 (the "Offering"). This represents an oversubscription of $80,654 from the amount previously announced on May 26, 2026.

The securities issued under the Offering are subject to resale restrictions for a period of four months from the date of issue. In connection with the Offering, the Company paid a total finders fees of $39,000. The proceeds from the Offering will be used for exploration on Southern Empire's mineral properties as well as for general working capital purposes.

Dale Wallster, the Chief Executive Officer and a director of the Company, subscribed for 437,967 Common Shares in the Offering for $30,657.69 through Mackenzie Corporation. Andrew Davidson, the Chief Financial Officer and a director of the Company, subscribed for 1,200,000 Common Shares in the Offering for $84,000 through Jaelky Holdings Inc.

The participations by Mr. Wallster and Mr. Davidson constitute "related party transactions" as defined under Multilateral Instrument 61-101 ("MI 61-101"). However, the Company expects to be exempt from the formal valuation and minority shareholder approval requirements of Sections 5.5(a) and 5.7(a) of MI 61-101, as the value of their combined participation does not exceed 25% of the Company's market capitalization.

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

Not applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officer

Dale Wallster
Chief Executive Officer
Phone Number: +1 (306) 281-9104

Item 9. Date of Report

June 12, 2026.