



NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS
AND
NOTIFICATION OF NOTICE AND ACCESS TO SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of the holders (“**Shareholders**”) of common shares (“**Common Shares**”) of Pacific Empire Minerals Corp. (the “**Corporation**”) will be held on Tuesday, September 17, 2024 at 10:00 a.m. (Vancouver time), for the following purposes (which are further described in the Corporation’s information circular (“**Circular**”) available on the Corporation’s website at www.pemcorp.ca and on SEDAR+ at www.sedarplus.ca):

1. To receive and consider the report of the directors to the Shareholders and the audited financial statements of the Corporation for the year ended March 31, 2024 together with the auditor’s report thereon. See the section titled “*Particulars of Matters to be acted Upon – Financial Statements, Audit Report and Management’s Discussion & Analysis*” in the Circular.
2. To set the number of directors to be elected at the Meeting at four (4) for the ensuing year. See the section titled “*Particulars of Matters to be Acted Upon – Set Number of Directors to be Elected*” in the Circular.
3. To elect the directors of the Corporation for the ensuing year. See the section titled “*Particulars of Matters to be Acted Upon – Election of Directors*” in the Circular.
4. To appoint Davidson & Company LLP, Chartered Professional Accountants, as the auditor of the Corporation for the ensuing year at a remuneration to be approved by the board of directors. See the section titled “*Particulars of Matters to be Acted Upon – Appointment and Remuneration of Auditor*” in the Circular.
5. To consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution re-approving the Corporation’s Omnibus Equity Incentive Compensation Plan as more particularly described in the Circular. See the section titled “*Particulars of Matters to be acted Upon – Re-Approval of Omnibus Equity Incentive Compensation Plan*” in the Circular.
6. To transact such other business as may properly come before the Meeting.

The Meeting will not be conducted in person. Shareholders may attend and participate in the Meeting by way of teleconference only. For those who wish to attend, please use the following dial-in numbers as applicable:

Canada/USA: 1-877-407-8816 (Toll Free)

Access Code: 96938#

International: 1-201-689-8586 (Long distance charges will apply)

Access Code: 96938#

Only Shareholders of record as at the close of business on July 31, 2024 are entitled to notice of the Meeting. Shareholders are reminded to review the Circular before voting.

DATED at Vancouver, British Columbia this 6th day of August, 2024.

ON BEHALF OF THE BOARD OF DIRECTORS

(signed) “*Kim C. Casswell*”

Kim C. Casswell
Corporate Secretary

