

EMERITA RESOURCES CORP.
(the “Corporation”)

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS OF THE
CORPORATION TO BE HELD ON JUNE 19, 2025**

NOTICE IS HEREBY GIVEN THAT the annual and special meeting (the “Meeting”) of the shareholders (the “Shareholders”) of EMERITA RESOURCES CORP. (the “Corporation”) will be held on June 19, 2025 at 10:00 a.m. (Toronto time) virtually via live audio webcast online at <https://virtual-meetings.tsxtrust.com/1806> – password (case sensitive): emerita2025 for the following purposes:

- (A) to receive and consider the audited consolidated financial statements of the Corporation for the financial year ended September 30, 2024, together with the auditor’s report thereon, and (ii) the unaudited condensed interim consolidated financial statements for the three months ended December 31, 2024;
- (B) to elect the directors of the Corporation for the ensuing year;
- (C) to appoint McGovern Hurley LLP, Chartered Professional Accountants, as auditors of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix their remuneration;
- (D) to consider and, if thought advisable, pass an ordinary resolution of Shareholders approving the Corporation’s Stock Option Plan for the ensuing year; and
- (F) to transact such further or other business as may properly come before the Meeting and any adjournment(s) thereof.

The accompanying management information circular (the “Circular”) provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this notice. Also accompanying this notice is a form of proxy. Any adjournment(s) or postponement(s) of the Meeting will be held at a time and place to be specified at the Meeting. Only Shareholders of record at the close of business on May 9, 2025 are entitled to receive notice of and vote at the Meeting and any adjournment(s) or postponement(s) thereof.

Registered Shareholders and duly appointed proxyholders will be able to attend the Meeting, ask questions and vote, all in real time, provided they are connected to the internet and comply with all of the requirements set out in the Circular. Non-registered Shareholders who have not duly appointed themselves as proxyholder will be able to attend the Meeting as guests, but guests will not be able to vote at the Meeting.

A Shareholder who wishes to appoint a person other than the management nominees identified on the form of proxy or voting instruction form (including a non-registered Shareholder who wishes to appoint themselves to attend) must carefully follow the instructions in the Circular and on their form of proxy or voting instruction form. These instructions include the additional step of registering such proxyholder with our transfer agent, TSX Trust Company, after submitting their form of proxy or voting instruction form. Failure to register the proxyholder with our transfer agent will result in the proxyholder not receiving a user name to participate in the Meeting and only being able to attend as a guest.

Voting by Mail or Courier Before the Meeting: TSX Trust Company Attention: Proxy Department 301 - 100 Adelaide Street West, Toronto, ON M5H 4H1 Voting by Internet Before the Meeting. Enter the 12-digit control number printed on the form of proxy at <http://www.voteproxyonline.com>. A non-registered shareholder should follow the instructions included on the voting instruction form provided by his/her/its Intermediary (as defined in the Circular). A proxy will not be valid for the Meeting or any adjournment or postponement thereof unless it is completed and delivered to TSX Trust Company no later than 10:00 a.m. (Toronto time) on June 17, 2025 (or, if the Meeting is adjourned or postponed, 48 hours (Saturdays, Sundays and holidays excepted) prior to the time of holding the Meeting) in accordance with the delivery instructions above. The time limit for deposit of proxies may be waived or extended by the Chair of the Meeting at his discretion, without notice.

DATED this 9th day of May, 2025

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "David Gower"
CHIEF EXECUTIVE OFFICER