EMERITA RESOURCES CORP.

(the "Corporation")

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS OF THE CORPORATION TO BE HELD ON AUGUST 25, 2026

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 August 25, 2026 at 10:00 a.m. (Toronto time) at the offices of Dentons Canada LLP at 77 King St West, Suite 400, Toronto, ON M5K 0A1 for the following purposes:

(A) to receive and consider the audited consolidated financial statements of the Corporation for the financial year ended September 30, 2025, together with the auditor's report thereon, and (ii) the unaudited condensed interim consolidated financial statements for the six months ended March 31, 2026;

(B) to fix the number of directors of the Corporation at six (6) or such other number determined by the board of directors of the Corporation in accordance with the *Business Corporations Act* (Ontario);

(C) to elect the directors of the Corporation for the ensuing year;

(D) 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;

(E) to consider and, if thought advisable, pass an ordinary resolution of Shareholders approving the Corporation's stock option plan for the ensuing year, as such resolution is set forth in the Circular (as defined herein); 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 July 24, 2026 are entitled to receive notice of and vote at the Meeting and any adjournment(s) or postponement(s) thereof.

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.

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 August 21, 2026 at 10:00 a.m. (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 24th day of July, 2026

BY ORDER OF THE BOARD OF DIRECTORS

(signed) *"Joaquin Merino"*
CHIEF EXECUTIVE OFFICER