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NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “Meeting”) of the shareholders of **EMPIRE METALS CORP.** (formerly Empire Rock Minerals Inc.) (hereinafter called the “Company”) will be held at the offices of the Company at 702 – 889 West Pender Street, Vancouver, British Columbia on December 15, 2017 at the hour of 11:00 a.m. (Pacific Time) for the following purposes:

- (a) To receive and consider the Report of the Directors, the audited financial statements of the Company for the year ended December 31, 2016 and the report of the auditor thereon;
- (b) To appoint Saturna Group Chartered Professional Accountants LLP as auditor for the Company for the ensuing year at a remuneration to be fixed by the directors;
- (c) To set the number of directors at six;
- (d) To elect directors for the ensuing year;
- (e) To consider and, if thought fit, to approve the proposed stock option plan for implementation by the Company; and
- (f) To transact such other business as may be properly transacted at such Meeting or at any adjournment thereof.

Shareholders who are unable to attend the Meeting in person are requested to read the notes accompanying the instrument of proxy and complete and return the proxy to the registered office of the Company at 702 – 889 West Pender Street, Vancouver, British Columbia, V6C 3B2 not less than forty-eight (48) hours (excluding Saturdays, Sundays and Holidays) before the time fixed for the Meeting.

DATED at the City of Vancouver, in the Province of British Columbia, as of the 14th day of November, 2017.

BY ORDER OF THE BOARD OF DIRECTORS

“Anthony J. Beruschi”

ANTHONY J. BERUSCHI, President