

EMPIRE METALS CORP.

CERTIFICATE OF OFFICER

PURSUANT TO NI 54-101 SECTION 2.20

I, Gwen Wegner, Corporate Secretary for EMPIRE METALS CORP. (the “Company”), certify that with respect to the annual general meeting (the “Meeting”) of the Company to be held on December 31, 2020:

1. The Company arranged to have proxy-related materials for the Meeting sent in compliance with NI 54-101 to all beneficial owners of shares of the Company at least 21 days before the date fixed for the Meeting;
2. The Company arranged to carry out all of the requirements of NI 54-101 in addition to those described in item 1 above; and
3. The Company abridged the time frames prescribed in subsections 2.2(1) and 2.5(1) of NI 54-101 with respect to the Meeting and is relying on the provisions of section 2.20 of NI 54-101 in regard to such abridgements of time.

Date: December 10, 2020

“Gwen Wegner”
Gwen Wegner
Corporate Secretary