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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.** (hereinafter called the “Company”) will be held at the offices of the Company at 702 – 889 West Pender Street, Vancouver, British Columbia on December 16, 2021 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, 2020 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 elect directors for the ensuing year;
- (d) To consider and, if thought fit, to approve the proposed stock option plan for implementation by the Company; and
- (e) To transact such other business as may be properly transacted at such Meeting or at any adjournment thereof.

**In light of the ongoing public health concerns related to the spread of COVID-19, and in order to mitigate the potential risks to health and safety associated with COVID-19, shareholders are urged to vote on the matters before the Meeting by proxy rather than attend the Meeting in person.**

Shareholders voting by proxy 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 10<sup>th</sup> day of November, 2021.

**BY ORDER OF THE BOARD OF DIRECTORS**

*“Mark Patchett”*

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Mark Patchett, President & CEO