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NOTICE OF ANNUAL & SPECIAL MEETING

NOTICE IS HEREBY GIVEN that the annual & special 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 July 18, 2023 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, 2022 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 seven;
- (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.

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 15th day of June, 2023.

BY ORDER OF THE BOARD OF DIRECTORS

“Mark Patchett”

Mark Patchett, President & CEO