



Unit 1 – 15782 Marine Dr.  
White Rock, BC  
Canada V4B 1E6

May 29, 2020

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**NOTICE OF MEETING  
AND  
MANAGEMENT INFORMATION CIRCULAR  
RELATING TO THE SPECIAL MEETING  
OF THE SHAREHOLDERS AND WARRANTHOLDERS  
TO BE HELD ON JUNE 30, 2020**

**TAKE ACTION AND VOTE TODAY.**

**These materials are important and require your immediate attention. The shareholders and warrant holders of Empress Resources Corp. are required to make important decisions. If you have questions as to how to deal with these documents or the matters to which they refer, please contact your financial, legal or other professional advisor. If you have any questions or require more information with respect to voting your shares or warrants at the Meeting please contact Empress Resources Corp. by email at [info@empressresources.com](mailto:info@empressresources.com) or by telephone at (604) 331-5080 or toll free at 1 (855) 536-2711.**

**THE ARRANGEMENT AND THE RELATED SECURITIES DESCRIBED HEREIN HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION, OR THE SECURITIES REGULATORY AUTHORITY OF ANY U.S. STATE OR CANADIAN PROVINCE OR TERRITORY NOR HAS ANY OF THEM PASSED UPON THE ACCURACY OR ADEQUACY OF THIS CIRCULAR. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE.**

*While as of the date of this circular, we are intending to hold the Meeting in physical face to face format, we are continuously monitoring the current coronavirus (COVID-19) outbreak. In light of the rapidly evolving news and guidelines related to COVID-19, we ask that, in considering whether to attend the Meeting in person, you follow, among other things, the instructions of the Public Health Agency of Canada (<https://www.canada.ca/en/public-health/services/diseases/coronavirus-disease-covid-19.html>) and any applicable additional provincial and local instructions. You should not attend the Meeting in person if you are experiencing any cold or flu-like symptoms, or if you or someone with whom you have been in close contact has travelled to/from outside of Canada within the 14 days prior to the Meeting. All shareholders are strongly encouraged to vote prior to the Meeting by proxy as described in this Circular.*

*We reserve the right to take any additional precautionary measures we deem appropriate in relation to the Meeting in response to further developments in respect of the COVID-19 outbreak including, if we consider necessary or advisable, hosting the Meeting solely by means of remote communication in accordance with the Interim Order. Changes to the Meeting date and/or means of holding the Meeting may be announced by way of press release. Please monitor our press releases as well as our Company website at [www.empressresources.com](http://www.empressresources.com) for updated information. We advise you to check our Company website one week prior to the Meeting date for any updated information. We do not intend to prepare or mail an amended Circular in the event of changes to the Meeting format.*

**YOUR VOTE IS IMPORTANT. PLEASE VOTE TODAY.**