



NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the “**Meeting**”) of the Shareholders of **EMPRESS ROYALTY CORP.** (“**Empress Royalty**” or the “**Corporation**”) will be held on July 21, 2023, at 2:00 p.m. (PDT) at the offices of the Corporation’s legal counsel, Stikeman Elliott LLP, located at 1700 – 666 Burrard Street, Vancouver, B.C. V6C 2X8, Canada, for the following purposes:

- **TO RECEIVE** the audited consolidated financial statements of the Corporation for the twelve (12) months ended December 31, 2022, together with the auditors report thereon;
- **TO SET** the number of directors of the Corporation at six (6);
- **TO ELECT** directors of the Corporation to hold office until the next annual meeting of Shareholders;
- **TO APPOINT** Davidson & Company LLP, Chartered Professional Accountants, as auditors of the Corporation to hold office until the close of business of the next annual meeting of Shareholders and to authorize the directors of the Corporation to fix the auditors’ remuneration;
- **TO CONSIDER** and, if deemed advisable, ratify, confirm, and approve the Corporation’s 2022 Option Plan, as more specifically set out in the Management Information Circular; and
- **TO TRANSACT** such further and other business as may properly come before the Meeting or any adjournment or adjournments thereof.

The accompanying Management Information Circular provides information relating to the matters to be addressed at the Meeting under “Business of the Meeting” and is incorporated into this notice of meeting.

The Board of Directors of the Corporation has fixed the close of business on May 23, 2023, as the record date for the purpose of determining Shareholders entitled to receive notice of and vote at the Meeting.

Each common share of the Corporation will entitle the holder to one vote at the Meeting. Except as otherwise stated, each resolution must be approved by a majority of the votes cast by the Shareholders present in person or by proxy at the Meeting.

Shareholders are entitled to vote at the Meeting either in person or by proxy. Those who are unable to attend the Meeting are encouraged to read, complete, sign, date and mail the enclosed form of proxy in accordance with the instructions set out in the proxy and in the Management Information Circular accompanying

this Notice. Both registered shareholders and beneficial shareholders must vote by July 19, 2023, to have their votes included. The Management Information Circular is available on the Corporation's profile on SEDAR at www.sedar.com and on the Corporation's web site at www.empressroyalty.com.

DATED at Vancouver, British Columbia, this 26th day of June 2023.

BY ORDER OF THE BOARD

"Alexandra Woodyer Sherron"

Alexandra Woodyer Sherron,
Chief Executive Officer and President