

This short form base shelf prospectus has been filed under legislation in each of the provinces and territories of Canada that permits certain information about these securities to be determined after this prospectus has become final and that permits the omission from this prospectus of that information. The legislation requires the delivery to purchasers of a prospectus supplement containing the omitted information within a specified period of time after agreeing to purchase any of these securities.

All information omitted from the base shelf prospectus will be contained in one or more shelf prospectus supplements that will be delivered to purchasers together with the base shelf prospectus. Delivery is not required where an exemption from the delivery requirements referred to in these provisions is available.

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This short form base shelf prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities.

The securities covered by this prospectus have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or the securities laws of any state. Such securities may not be offered or sold in the United States or to a U.S. person (as defined in Regulation S under the U.S. Securities Act) unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available. This prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of these securities in the United States.

Information has been incorporated by reference in this short form base shelf prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Corporate Secretary of Empress Royalty Corp. at Suite 545, 1130 West Pender Street, Vancouver, BC V6E 4A4, Phone: +1 604 331-2080 and are also available electronically under the Empress Royalty Corp. profile at www.sedar.com.

SHORT FORM BASE SHELF PROSPECTUS

New Issue

June 9, 2023



EMPRESS ROYALTY CORP.

\$100,000,000

**COMMON SHARES
WARRANTS
DEBT SECURITIES
UNITS**

Empress Royalty Corp. (the "**Company**" or "**Empress**") may, from time to time, offer and issue the following securities: (i) common shares ("**Common Shares**"); (ii) senior and subordinated unsecured debt securities, including debt securities convertible or exchangeable into other securities of Empress (collectively, "**Debt Securities**"); (iii) warrants ("**Warrants**"); and/or (iv) units comprised of one or more of the other securities described in this prospectus ("**Units**", and together with the Common Shares, Debt Securities and Warrants, the "**Securities**"), having an aggregate offering price of up to \$100,000,000, during the 25 month period that this short form base shelf prospectus (the "**Prospectus**"), including any amendments hereto, remains valid. Securities may be offered separately or together, in amounts, at prices and on terms to be determined

based on market conditions at the time of sale and set forth in an accompanying prospectus supplement (a **“Prospectus Supplement”**).

Financial statements incorporated by reference herein have been prepared in accordance with International Financial Reporting Standards (“IFRS”).

Investing in the Securities involves significant risks. Prospective investors should carefully read and consider the risk factors described or referenced under the heading “Risk Factors” in this Prospectus, contained in any of the documents incorporated by reference herein, and in any applicable Prospectus Supplement, before purchasing Securities.

The specific variable terms of any offering of Securities will be set out in the applicable Prospectus Supplement including, where applicable: (i) in the case of Common Shares, the persons(s) offering the Common Shares, the number of Common Shares offered and the offering price (or the manner of determination thereof if offered on a non-fixed price basis); (ii) in the case of the Debt Securities, the specific designation of the Debt Securities, whether such Debt Securities are senior or subordinated, the aggregate principal amount of the Debt Securities being offered, the currency or currency unit in which the Debt Securities may be purchased, authorized denominations, any limit on the aggregate principal amount of the Debt Securities of the series being offered, the issue and delivery date, the maturity date, the offering price (at par, at a discount or at a premium), the interest rate or method of determining the interest rate, the interest payment date(s), any conversion or exchange rights that are attached to the Debt Securities, any redemption provisions, any repayment provisions and any other specific terms; (iii) in the case of Warrants, the designation, number and terms of the Common Shares or Debt Securities or other Securities purchasable upon exercise of the Warrants, any procedures that will result in the adjustment of those numbers, the exercise price, dates and periods of exercise, the currency in which the Warrants are issued and any other specific terms; and (iv) in the case of Units, the designation and terms of the Units and of the Securities comprising the Units, the currency or currency unit in which the Units are issued and any other specific terms. A Prospectus Supplement may include other specific variable terms pertaining to the Securities that are not within the alternatives and parameters described in this Prospectus.

All shelf information permitted under applicable laws to be omitted from this Prospectus will be contained in one or more Prospectus Supplements that will be delivered to purchasers together with this Prospectus. Each Prospectus Supplement will be incorporated by reference into this Prospectus for the purposes of securities legislation as of the date of the Prospectus Supplement and only for the purposes of the distribution of the Securities to which the Prospectus Supplement pertains.

The Company may sell the Securities to or through underwriters or dealers purchasing as principals and may also sell the Securities to one or more purchasers directly subject to obtaining any required exemptive relief or through agents. The Prospectus Supplement relating to a particular offering of Securities will identify each underwriter, dealer or agent, if any, engaged by the Company in connection with the offering and sale of Securities and will set forth the terms of the offering of such Securities, the method of distribution of such Securities including, to the extent applicable, the proceeds to us, and any fees, discounts or any other compensation payable to underwriters, dealers or agents and any other material terms of the plan of distribution. Securities may be sold from time to time in one or more transactions at a fixed price or fixed prices, or at non-fixed prices. If offered on a non-fixed price basis, Securities may be offered at market prices prevailing at the time of sale, at prices related to such prevailing market prices or at prices to be negotiated with purchasers at the time of sale, which prices may vary between purchasers and during the period of distribution. If Securities are offered on a non-fixed price basis, the underwriters', dealers' or agents' compensation will be increased or decreased by the amount by which the aggregate price paid for Securities by the purchasers exceeds or is less than the gross proceeds paid by the underwriters, dealers or agents to us. See “Plan of Distribution”.

The Securities may also be sold pursuant to this Prospectus through underwriters or dealers or directly or through agents designated from time to time at amounts and prices and other terms determined by us. In connection with any underwritten offering of securities, excluding an “at-the-market distribution” as defined in National Instrument 44-102 – *Shelf Distributions* (an **“ATM Distribution”**), the underwriters may over-

allot or effect transactions that stabilize or maintain the market price of the securities offered. Such transactions, if commenced, may be discontinued at any time. No underwriter or dealer involved in an ATM Distribution undertaken pursuant to any Prospectus Supplement, no affiliate of such an underwriter or dealer and no person or company acting jointly or in concert with such an underwriter or dealer will over-allot or effect transactions that stabilize or maintain the market price of the securities offered.

This Prospectus may qualify as an ATM Distribution. The Company's securities may be sold, from time to time, in one or more transactions at a fixed price or prices which may be changed or at market prices prevailing at the time of sale, at prices related to such prevailing market price or at negotiated prices, including sales in transactions that are deemed to be ATM Distributions, including sales made directly on the TSXV or other existing trading markets for the securities. See "Plan of Distribution".

The outstanding Common Shares are listed on the TSX Venture Exchange (the "**TSXV**") under the symbol "EMPR" and traded on the OTCQX market in the United States under the symbol "EMPYF". **There is currently no market through which the Debt Securities, Warrants, and Units may be sold and purchasers may not be able to resell any Debt Securities, Warrants or Units purchased under this Prospectus. This may affect the pricing of such Securities in the secondary market, the transparency and availability of trading prices, the liquidity of such Securities and the extent of issuer regulation. See "Risk Factors" below and the "Risk Factors" section of the applicable Prospectus Supplement.**

This Prospectus does not qualify for issuance of Debt Securities in respect of which the payment of principal and/or interest may be determined, in whole or in part, by reference to one or more underlying interests including, for example, an equity or debt security, a statistical measure of economic or financial performance including, but not limited to, any currency, consumer price or mortgage index, or the price or value of one or more commodities, indices or other items, or any other item or formula, or any combination or basket of the foregoing items. For greater certainty, this Prospectus may qualify for issuance of Debt Securities in respect of which the payment of principal and/or interest may be determined, in whole or in part, by reference to published rates of a central banking authority or one or more financial institutions, such as a prime rate or bankers' acceptance rate, or to recognized market benchmark interest rates such as SOFR, SONIA or €STR.

Subject to applicable laws, in connection with any offering of Securities, the underwriters, dealers or agents may over-allot or effect transactions which stabilize or maintain the market price of the Securities at levels other than those which may prevail on the open market. A purchaser who acquires any Securities forming part of the underwriters, dealers or agents' over-allocation position acquires those securities under the applicable Prospectus Supplement, regardless of whether the over-allocation position is ultimately filled through the exercise of the overallotment option or secondary market purchases. Such transactions, if commenced, may be interrupted or discontinued at any time. See "Plan of Distribution".

The Company's head office is located at Suite 545 - 1130 West Pender Street, Vancouver, BC V6E 4A4, Canada.

David Rhodes, Jeremy Bond, and Paul Mainwaring, directors of the Company, reside outside of Canada. Each of the aforementioned individuals has appointed 152928 Canada Inc., c/o Stikeman Elliott LLP, Suite 1700, Park Place, 666 Burrard Street, Vancouver, BC V6C 2X8, as their respective agent for service of process in Canada. Purchasers are advised that it may not be possible for investors to enforce judgments obtained in Canada against any person or company that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada, even if the party has appointed an agent for service of process.

TABLE OF CONTENTS

NOTICE TO READERS	1
CAUTIONARY STATEMENT ON FORWARD-LOOKING INFORMATION	1
DOCUMENTS INCORPORATED BY REFERENCE	2
TECHNICAL INFORMATION.....	4
PRESENTATION OF FINANCIAL INFORMATION	5
RISK FACTORS.....	5
SUMMARY DESCRIPTION OF THE BUSINESS.....	23
RECENT DEVELOPMENTS.....	24
CONSOLIDATED CAPITALIZATION	24
EARNINGS COVERAGE RATIOS	25
USE OF PROCEEDS.....	25
SHARE STRUCTURE.....	26
DIVIDENDS AND DISTRIBUTIONS	26
DESCRIPTION OF SECURITIES OFFERED.....	26
PRIOR SALES	32
TRADING PRICES AND VOLUMES	32
PLAN OF DISTRIBUTION	32
CERTAIN INCOME TAX CONSIDERATIONS	34
LEGAL MATTERS	34
EXEMPTION FROM NATIONAL INSTRUMENT 44-101	34
AUDITORS, TRANSFER AGENT AND REGISTRAR.....	34
INTERESTS OF EXPERTS	34
PURCHASERS' STATUTORY AND CONTRACTUAL RIGHTS	35
CERTIFICATE OF THE COMPANY	C-1

NOTICE TO READERS

This Prospectus provides a general description of the Securities that we may offer. Each time we sell Securities under this Prospectus, we will provide you with a Prospectus Supplement that will contain specific information about the terms of that offering. The Prospectus Supplement may also add, update or change information contained in this Prospectus. Before investing in any Securities, you should read both this Prospectus and any applicable Prospectus Supplement, together with the additional information described below and in the applicable Prospectus Supplement under “Documents Incorporated by Reference”.

Investors should rely only on the information contained in or incorporated by reference in this Prospectus or any applicable Prospectus Supplement. We have not authorized anyone to provide investors with different or additional information. We are not making an offer of Securities in any jurisdiction where the offer is not permitted by law. Prospective investors should not assume that the information contained in or incorporated by reference in this Prospectus or any applicable Prospectus Supplement is accurate as of any date other than the date on the front of the applicable Prospectus Supplement.

Unless we have indicated otherwise, or the context otherwise requires, references in this Prospectus to the “Company”, “Empress”, “we”, “us” and “our” refer to Empress Royalty Corp. and/or, as applicable, one or more of its subsidiaries.

CAUTIONARY STATEMENT ON FORWARD-LOOKING INFORMATION

The information contained herein includes “forward-looking statements” and “forward looking information” as defined under applicable Canadian securities laws (“forward-looking statements”). Forward-looking statements and information can generally be identified by the use of terms such as “may”, “will”, “should”, “expect”, “intend”, “estimate”, “continue”, “believe”, “plans”, “anticipate” or similar terms.

Forward-looking information and statements include, but are not limited to, statements with respect to the activities, events or developments that Empress expects or anticipates will or may occur in the future, including those regarding future growth and ability to create new streams or royalties, the development and focus of the Company, its acquisition strategy, the plans and expectations of the operators of the projects underlying its interests, including the proposed advancement and expansion of such projects; the results of exploration, development and production activities of the operators of such projects; and the Company’s expectations regarding future revenues.

Forward-looking information and statements are based on the then current expectations, beliefs, assumptions, estimates and forecasts about Empress’s business and the industry and markets in which it operates. Forward-looking information and statements are made based upon numerous assumptions and although the assumptions made by the Company in providing forward-looking information and statements are considered reasonable by management at the time, there can be no assurance that such assumptions will prove to be accurate. Forward-looking information and statements also involve known and unknown risks and uncertainties and other factors, which may cause actual results, performances and achievements of Empress to differ materially from any projections of results, performances and achievements of Empress including, without limitation, any inability of the operators of the properties underlying the Company’s royalty and stream interests to execute proposed plans for such properties or to achieve planned development and production estimates and goals, risks related to the operators of the projects in which the Company holds interests, including the successful continuation of operations at such projects by those operators, risks related to exploration, development, permitting, infrastructure, operating or technical difficulties on any such projects, risks related to international operations, government relations and environmental regulation, uncertainty relating to the availability and costs of financing needed in the future and the Company’s ability to carry out its growth plans as well as the impact of the COVID-19 pandemic and other related risks and uncertainties. For a discussion of important factors which could cause actual results to differ from forward-looking statements, refer to the annual information form of Empress Royalty Corp. for the year ended December 31, 2021, and its other publicly filed documents under its profile at www.sedar.com. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in the forward-looking information and statements, there may be other factors that

cause results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking information and statements will prove to be accurate, as actual results and future events could differ materially from those anticipated, estimated or intended. Accordingly, readers should not place undue reliance on forward-looking information and statements. The Company undertakes no obligation to update or reissue forward-looking information as a result of new information or events except as required by applicable securities laws. Disclosure relating to properties in which Empress holds royalty or other interests is based on information publicly disclosed by the owners or operators of such properties. The Company generally has limited or no access to the properties underlying its interests and is largely dependent on the disclosure of the operators of its interests and other publicly available information. The Company generally has limited or no ability to verify such information. Although the Company does not have any knowledge that such information may not be accurate, there can be no assurance that such third-party information is complete or accurate. In addition, certain information publicly reported by operators may relate to a larger property than the area covered by the Company's interest, which often may only apply to a portion of the overall project area or applicable mineral resources or reserves.

DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference in this Prospectus from documents filed by us with securities commissions or similar authorities in Canada. Our disclosure documents listed below and filed with the appropriate securities commissions or similar regulatory authorities in each of the provinces and territories of Canada, are specifically incorporated by reference into and form an integral part of this Prospectus:

- (a) the Company's revised annual information form for the fiscal year ended December 31, 2022, dated July 7, 2023 filed on June 8, 2023 (the "**AIF**");
- (b) the Company's audited consolidated financial statements for the fiscal years ended December 31, 2022 and December 31, 2021, together with the auditors' report thereon and notes contained therein (the "**Annual Financial Statements**");
- (c) the Company's management's discussion and analysis of results of operations and financial condition for the fiscal year ended December 30, 2022 (the "**MD&A**");
- (d) the Company's unaudited condensed interim consolidated financial statements and the notes thereto for the three month periods ended March 31, 2023 and March 31, 2022;
- (e) the Company's management's discussion and analysis of results of operations and financial condition for the three month period ended March 31, 2023;
- (f) the Company's management information circular dated August 24, 2022 for the annual meeting of shareholders held on September 28, 2022;
- (g) The Company's statement of executive compensation for the 15 month period ended December 31, 2021 dated June 28, 2022;
- (h) the material change report of the Company dated January 18, 2022, in connection with the increase of the Company's royalty on the Manica gold project to a total of 3.375%;
- (i) the material change report of the Company dated May 4, 2022, in connection with the appointment of Ms. Janet Meiklejohn as Chief Financial Officer of the Company;
- (j) the material change report of the Company dated May 17, 2022, in connection with the announcement of commencement of pre-production at the Tahuehueto gold project, where the Company holds a 100% silver stream;
- (k) the material change report of the Company dated June 14, 2022, in connection with the announcement of commencement of pre-production at the Manica gold project, where the Company owns a 3.375% royalty;

- (l) the material change report of the Company dated July 18, 2022, in connection with the reception by the Company of the first payable silver ounces from the silver stream agreement on the Tahuehueto gold project;
- (m) the material change report of the Company dated July 21, 2022, in connection with the completion of the first successful gold pour at the Manica gold project;
- (n) the material change report of the Company dated September 28, 2022, in connection with the completion of the Company's annual general and special meeting of shareholders, in which the shareholders of the Company approved the Company's replacement 10% "rolling" stock option plan and new equity incentive plan;
- (o) the material change report of the Company dated October 7, 2022, in connection with the completion of the first tranche of the Company's US\$2 million private placement; and
- (p) the material change report of the Company dated October 25, 2022, in connection with the completion of the second tranche of the Company's US\$2 million private placement.

Any document of the type referred to above, including any material change report (other than any confidential material change report), any business acquisition report, any Prospectus Supplements disclosing additional or updated information, and any "template version" of "marketing materials" (each as defined in National Instrument 41-101 – *General Prospectus Requirements*) subsequently filed by us with such securities commissions or regulatory authorities in Canada after the date of this Prospectus, and prior to the termination of the distribution under this Prospectus, shall be deemed to be incorporated by reference into this Prospectus.

Any statement contained in a document incorporated or deemed to be incorporated by reference in this Prospectus shall be deemed to be modified or superseded for purposes of this Prospectus to the extent that a statement contained herein, or in any other subsequently filed document which also is incorporated or is deemed to be incorporated by reference herein, modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement will not be deemed an admission for any purpose that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Prospectus.

When we file a new annual information form and audited consolidated financial statements and related management's discussion and analysis with and, where required, they are accepted by, the applicable securities regulatory authorities during the time that this Prospectus is valid, the previous annual information form, the previous audited consolidated financial statements and related management's discussion and analysis and all unaudited interim consolidated financial statements and related management's discussion and analysis for such periods, all material change reports and any information circular and business acquisition report filed prior to the commencement of our financial year in which the new annual information form is filed will be deemed no longer to be incorporated by reference in this Prospectus for purposes of future offers and sales of Securities under this Prospectus. Upon new interim financial statements and the accompanying management's discussion and analysis being filed by us with the applicable securities regulatory authorities during the term of this Prospectus, all interim financial statements and accompanying management's discussion and analysis filed prior to the filing of the new interim financial statements shall be deemed no longer to be incorporated by reference into this Prospectus for purposes of future offers and sales of Securities hereunder.

TECHNICAL INFORMATION

Except where otherwise stated, the disclosure in this Prospectus and the documents incorporated by reference relating to properties and operations on the properties in which the Company holds royalty interests is based on information publicly disclosed by the owner or operator of that property and information/data available in the public domain as at the date of (or as specified in) the documents incorporated by reference herein, as applicable, and none of this information has been independently verified by the Company. Specifically, as a royalty holder, the Company has limited, if any, access to properties included in its asset portfolio. Additionally, the Company may from time to time receive operating information from the owners and operators of the properties, which it is not permitted to disclose to the public. The Company is dependent on (i) the operators of the properties and their Qualified Persons (as defined in NI 43-101, which is further defined herein) to provide information to the Company or (ii) publicly available information, to prepare disclosure pertaining to properties and operations on the properties on which the Company holds royalty or other interests, and generally has limited or no ability to independently verify such information. Although the Company does not have any knowledge that such information may not be accurate, there can be no assurance that such third party information is complete or accurate. Some information publicly reported by owners or operators may relate to a larger property than the area covered by the Company's royalty or other interest. The Company's royalty or other interests often cover less than 100% and sometimes only a portion of the publicly reported mineral reserves, mineral resources and production of a property.

The Company considers its royalty interests in the (a) Manica gold project in Mozambique (the "**Manica Project**"), (b) Tahuehueto gold project in Mexico (the "**Tahuehueto Project**") and (c) Sierra Antapite gold project in Peru (the "**Sierra Antapite Project**") to be its only material mineral properties for the purposes of National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("**NI 43-101**").

Information relating to the Manica Project has been derived from the technical report entitled "*NI 43-101 Technical Report on the Fair Bride Gold Project, Mozambique*" dated February 22, 2021 with an effective date of February 1, 2021 (the "**Manica Technical Report**"), authored by Mr. Uwe Engelmann, BSc (Zoo.& Bot.), BSc Hons (Geol.), Pr.Sci.Nat., MGSSA of Minxcon (Pty) Ltd., which was filed by the Company on SEDAR on March 12, 2021, and may be accessed electronically under the Company's SEDAR profile at www.sedar.com.

Information relating to the Tahuehueto Project has been derived from the technical report entitled "*NI 43-101 Preliminary Feasibility Study*" dated April 25, 2022, with an effective date of February 23, 2022 (the "**Tahuehueto Technical Report**"), prepared by Resource Development Associates Inc. filed by Luca Mining Corp. ("**Luca**").

Information relating to the Sierra Antapite Project has been derived from the technical report entitled "*Mineral Resource Estimation of December 2021 – Review July 2022, Sierra Antapite Mining Unit, Ica-Peru*" dated August 26, 2022 with an effective date of July 31, 2022 authored by Mr. Jorge Hinostroza, BSc (Geology Engineering), MAusIMM (CP) of Gemin Associates S.A.C. (Peru) (the "**Sierra Antapite Technical Report**") which was filed by the Company on SEDAR on June 5, 2023, and may be accessed electronically under the Company's SEDAR profile at www.sedar.com. The above technical reports have been filed on the System for Electronic Document Analysis and Retrieval ("**SEDAR**").

Actual recoveries of mineral products may differ from reported mineral reserves and mineral resources due to inherent uncertainties in acceptable estimating techniques. In particular, inferred mineral resources have a significant amount of uncertainty as to their existence, economic and legal feasibility. It is reasonably expected that the majority of Inferred Mineral Resources could be upgraded to Indicated Mineral Resources with continued exploration. Mineral resources that are not mineral reserves do not have demonstrated economic viability. Investors are cautioned not to assume that all or any part of the mineral deposits in these categories will ever be converted into proven and probable reserves.

PRESENTATION OF FINANCIAL INFORMATION

Unless otherwise indicated, all references to "\$", "C\$" or "dollars" in this Prospectus refer to Canadian dollars, which is the Company's functional currency. References to "US\$" in this Prospectus refer to United States dollars. Empress presents its financial statements in United States dollars and its financial statements are prepared in accordance with IFRS. Unless otherwise indicated, financial information included or incorporated by reference in this Prospectus has been prepared in accordance with IFRS. Certain calculations included in tables and other figures in this Prospectus have been rounded for clarity of presentation.

RISK FACTORS

An investment in the Securities involves certain risks. A prospective purchaser of Securities should carefully consider the risks and uncertainties described in the documents incorporated by reference into this Prospectus (including subsequent filed documents incorporated by reference into this Prospectus) and, if applicable, those described in a Prospectus Supplement relating to a specific offering of Securities. Discussions of certain risks and uncertainties affecting our business are provided in our AIF and our MD&A (or, as applicable, our annual information form and our management's discussion and analysis for subsequent periods), each of which is incorporated by reference into this Prospectus. These are not the only risks and uncertainties that we face. Additional risks not presently known to us or that we currently consider immaterial may also materially and adversely affect us. If any of the events identified in these risks and uncertainties were to actually occur, our business, financial condition or results of operations could be materially harmed.

In addition, prospective purchasers of Securities should carefully consider, in light of their own financial circumstances, the risk factors set out below, as well as the other information contained in this Prospectus (including the documents incorporated by reference herein) and in all subsequently filed documents incorporated by reference and those described in a Prospectus Supplement relating to a specific offering of Securities, before making an investment decision.

Risk Factors Relating to Empress and the Securities

There is no existing public market for the Debt Securities, Warrants or Units and a market may not develop

There is currently no market through which the Debt Securities, Warrants, or Units may be sold and purchasers of Debt Securities, Warrants, or Units may not be able to resell such Debt Securities, Warrants or Units purchased under this Prospectus. There can be no assurance that an active trading market will develop for the Debt Securities, Warrants or Units after an offering or, if developed, that such market will be sustained. This may affect the pricing of the Debt Securities, Warrants or Units in the secondary market, the transparency and availability of trading prices, the liquidity of the Debt Securities, Warrants, or Units and the extent of issuer regulation.

The public offering prices of the Securities may be determined by negotiation between the Company and underwriters, dealers or agents based on several factors and may bear no relationship to the prices at which the Securities will trade in the public market subsequent to such offering, if any public market develops. See "Plan of Distribution".

Potential dilution

The Company's constating documents allow the Company to issue an unlimited number of Common Shares for such consideration and on such terms and conditions as shall be established by the Company's board of directors (the "**Board**"), in many cases, without the approval of our shareholders. The Company may issue Common Shares in public or private offerings (including through the sale of Securities convertible into or exchangeable for Common Shares) and on the exercise of stock options or other securities exercisable

for Common Shares. The Company may also issue Common Shares to finance or as consideration for future acquisitions, including royalty streams and other projects or in connection with the establishment or development of strategic relationships or in connection with any debt obligations. Any such future issuances of Common Shares could be significant and the Company cannot predict the effect that future issuances and sales of Common Shares will have on the market price of the Common Shares. Issuances of a substantial number of additional Common Shares, or the perception that such issuances could occur, may adversely affect prevailing market prices for our Common Shares. With any additional issuance of Common Shares, investors will suffer dilution to their voting power and we may experience dilution in our earnings per share.

Volatility of market price of Securities

The market price of the Securities may be volatile. The volatility may affect the ability of holders to sell the Securities at an advantageous price. Market price fluctuations in the Securities may be due to the Company's operating results failing to meet the expectations of securities analysts or investors in any quarter, downward revision in securities analysts' estimates, governmental regulatory action, adverse changes in general market conditions or economic trends, acquisitions, dispositions or other material public announcements by the Company or its competitors, along with a variety of additional factors, including, without limitation, those set forth under the heading "Cautionary Statement on Forward-Looking Information" and in our AIF. In addition, the market price for securities on stock markets, including the TSXV, is subject to significant price and trading fluctuations. These fluctuations have resulted in volatility in the market prices of securities that often has been unrelated or disproportionate to changes in operating performance. These broad market fluctuations may adversely affect the market price of the Securities.

Forward-Looking Information may prove to be inaccurate

Investors are cautioned not to place undue reliance on forward-looking information. By its nature, forward-looking information involves numerous assumptions, known and unknown risks and uncertainties, of both a general and specific nature, that could cause actual results to differ materially from those suggested by the forward-looking information or contribute to the possibility that predictions, forecasts or projections will prove to be materially inaccurate. Additional information on the risks, assumptions and uncertainties are found in this Prospectus under the heading "Cautionary Statement on Forward-Looking Information".

Positive return not guaranteed

A positive return on an investment in the Securities is not guaranteed. There is no guarantee that an investment in the Securities will earn any positive return in the short term or long term. An investment in the Securities involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. An investment in the Securities is appropriate only for investors who have the capacity to absorb a loss of some or all of their investment.

Dividends unlikely

The declaration, timing, amount and payment of any dividends on the Common Shares are at the discretion of the Board and will depend upon the Company's future earnings, cash flows, acquisition capital requirements and financial condition, and other relevant factors. There can be no assurance that the Company will declare a dividend on a quarterly, annual or other basis. Management intends to reinvest any profits realized from the Company's business for the foreseeable future in further royalty and streaming investments.

Prevailing interest rates will affect the market price or value of Debt Securities

The market price or value of Debt Securities will decline as prevailing interest rates for comparable debt instruments rise, and increase as prevailing interest rates for comparable debt instruments decline.

Any Debt Securities will not be secured by assets of Empress

Holders of any secured indebtedness of Empress in the future would have a claim on the assets securing such indebtedness that effectively ranks prior to the claim of holders of Debt Securities and would have a claim that ranks senior to the claim of holders of subordinated Debt Securities to the extent that such security did not satisfy the secured indebtedness.

The Company may have to raise additional capital through the issuance of additional equity, which could result in dilution to shareholders

The issuance of additional Common Shares or of securities convertible into or exchangeable or exercisable for Common Shares may have a dilutive effect on the interests of shareholders. The number of Common Shares that the Company is authorized to issue is unlimited. The Company may, in its sole discretion, subject to applicable law and the rules of the TSXV, issue additional Common Shares from time to time (including pursuant to any equity-based compensation plans that may be introduced in the future), and the equity interest in the Company of the holders of its Common Shares may be diluted thereby.

The Company may require new capital to continue to grow its business and there are no assurances that capital will be available when needed, if at all. It is likely that, at least to some extent, such additional capital will be raised through the issuance of additional equity, which could result in substantial dilution to shareholders.

The CRA's recent focus on foreign income earned by Canadian companies may result in adverse tax consequences for Empress

There has been a recent focus by the CRA on income earned by foreign subsidiaries of Canadian companies. Empress does not currently have any foreign subsidiaries but may in the future. Although management believes that Empress will be in full compliance with Canadian tax law, there can be no assurance that Empress' structure may not be challenged in future. In the event the CRA successfully challenges Empress' structure, this could potentially result in additional federal and provincial taxes and penalties, which may have a material adverse effect on Empress' profitability, results of operations and financial condition and the trading price of its securities.

Changes in or in the interpretation of tax legislation or accounting rules could affect the profitability of Empress

Changes to, or differing interpretation of, taxation laws or regulations in any of Canada or any of the countries in which Empress' assets or relevant contracting parties or underlying properties are located could result in some or all of Empress' profits being subject to additional taxation. No assurance can be given that new taxation rules or accounting policies will not be enacted or that existing rules will not be applied in a manner which could result in Empress' profits being subject to additional taxation or which could otherwise have a material adverse effect on Empress' profitability, results of operations and financial condition and the trading price of its securities. In addition, the introduction of new tax rules or accounting policies, or changes to, or differing interpretations of, or application of, existing tax rules or accounting policies could make royalties or other interests held by Empress less attractive to counterparties. Such changes could adversely affect Empress' ability to acquire new assets or make future investments.

The Company may be unable to repay its indebtedness and comply with its obligations under a credit facility

In December 2021, the Company entered into a \$15,000,000 accordion credit facility agreement (the "Facility Agreement") with Nebari Natural Resources Credit Fund I, LP, to be used primarily to fund the creation of royalties and streams. As of the hereof, the Company has drawn approximately \$4.8M under the Facility Agreement and the Company would be required to use a portion of its cash flow to service principal and interest on the debt thereunder, which will limit the cash flow available for other business opportunities. The Company's ability to make scheduled payments of the principal of, to pay interest on, or

to refinance indebtedness will depend on its future performance, which is subject to economic, financial, competitive and other factors beyond its control. The Company may not generate future cash flow that is sufficient to service debt and make necessary capital expenditures. If the Company is unable to generate such cash flow, it may be required to adopt one or more alternatives, such as reducing or eliminating dividends, if any, restructuring debt or obtaining additional equity capital on terms that may be onerous or highly dilutive. The Company's ability to refinance indebtedness will depend on the capital markets and its financial condition at such time. The Company may not be able to engage in any of these activities or engage in these activities on desirable terms, which could result in a default on its debt obligations.

The terms of the Facility Agreement require the Company to satisfy various affirmative and negative covenants. These covenants may limit, among other things, the Company's ability to incur further indebtedness, create certain liens on assets or engage in certain types of transactions. These covenants could also limit the ability of the Company to amend its royalty or stream contracts without the consent of the lenders. There can be no assurances that, in the future, the Company will not be limited in its ability to respond to changes in its business or competitive activities or be restricted in its ability to engage in mergers, acquisitions or dispositions of assets. Furthermore, a failure to comply with these covenants, could likely result in an event of default under such credit facilities and would allow the lenders to accelerate the debt, which could materially and adversely affect the Company's business, financial condition, results of operations and the trading price of its securities.

Empress' operations will depend on information systems that may be vulnerable to cyber security threats

The Company's operations depend, in part, on its IT systems, networks, equipment and software and the security of these systems. The Company depends on various IT systems to process and record financial and technical data, administer its contracts with its counterparties and communicate with employees and third parties. These IT systems, and those of its third-party service providers and vendors and the counterparties under its contracts for royalties may be vulnerable to an increasing number of continually evolving cyber security risks. Unauthorized third parties may be able to penetrate network security and misappropriate or compromise confidential information, create system disruptions or cause shutdowns. Any such breach or compromise may go undetected for an extended period of time.

A significant breach of the Company's IT systems or data security or misuse of data, particularly if such breach or misuse goes undetected for an extended period of time, could result in significant costs, loss of revenue, fines or lawsuits and damage to reputation. The costs to eliminate or alleviate cyber or other security problems, including bugs, viruses, worms, malware and other security vulnerabilities, could be significant, and the Company's efforts to address these problems may not be successful. The significance of any cyber-security breach is difficult to quantify but may in certain circumstances be material and could have a material adverse effect on the Company's financial condition, results of operations and the trading price of its securities.

Global financial conditions may destabilize

Global financial conditions could suddenly and rapidly destabilize in response to future events, as government authorities may have limited resources to respond to future crises. Future crises may be precipitated by any number of causes, including natural disasters, geopolitical instability, changes to energy prices or sovereign defaults. Any sudden or rapid destabilization of global economic conditions could negatively impact Empress' ability, or the ability of the owners or operators of the properties in respect of which it holds royalties or other interests, to obtain equity or debt financing or make other suitable arrangements to finance their projects. In the event of increased levels of volatility or a rapid destabilization of global economic conditions, Empress' profitability, results of operations and financial condition and the trading price of its securities could be adversely affected. To date, the COVID-19 pandemic has had a significantly negative impact on the global economy, as well as on certain commodity prices, and the pandemic may continue to have an adverse effect on the Company.

Risks Factors Relating to the Business of Empress

Royalty acquisitions contemplated by Empress may require third party consents or approvals

Empress may enter into agreements to acquire royalty or other interests that require the consent or approval of third parties (including governments or regulatory bodies) in order to complete the contemplated acquisition. There can be no assurance that such third parties, which may include shareholders of the entity disposing of the royalty interests, regulatory bodies or entities with an interest in the applicable property or others, will provide the required approval or consent in a timely manner or at all and without conditions unacceptable to Empress. Failure to complete royalty acquisitions may result in a material adverse effect on Empress' profitability, results of operation and financial condition.

The Company is exposed to counterparty and liquidity risk, and any delay or failure of counterparties to make payments will affect the revenues of the Company

The Company is exposed to various counterparty risks including, but not limited to (i) the Company's royalty counterparties; (ii) other companies that have payables owing to the Company; (iii) the Company's insurance providers; and (iv) the Company's lenders. The Company is also exposed to liquidity risks in meeting its operating expenditure requirements in instances where cash positions are unable to be maintained or appropriate financing is unavailable. These factors may impact the ability of the Company to obtain loans or other credit facilities or obtain equity financing in the future or to obtain them on terms favourable to the Company.

The properties underlying royalty and other interests are subject to exploration, development and mining risks

Empress seeks to create royalty and other interests in mineral properties from companies that have near term development or producing mines but may also invest in exploration or development projects. Royalties are non-operating interests in mining projects that provide the right to revenue or production from the project after deducting specified costs, if any. Mineral exploration and development involve a high degree of risk and few properties which are explored are ultimately developed into producing mines. The long-term profitability of Empress' operations will be in part directly related to the cost and ultimate success of the operating mines in which Empress has a royalty or other interest, which may be affected by a number of factors beyond Empress' control.

Operating a producing mine involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Operations in which Empress has a direct or indirect interest are and will be subject to all the hazards and risks normally incidental to exploration, development and production of mineral resources, any of which could result in work stoppages, damage to property, and possible environmental damage.

Hazards such as unusual or unexpected geological formations and other conditions such as formation pressures, fire, power outages, flooding, explorations, cave-ins, landslides and other natural or human-caused disasters and the inability to obtain suitable machinery, equipment or labour are involved in mineral exploration, development and operation. Operating companies which operate on properties on which Empress has an interest, or in which Empress may acquire an interest, may become subject to liability for pollution, cave-ins or hazards against which they cannot insure or against which they may elect not to insure. The payment of such liabilities may have a material, adverse effect on the financial position of such operating companies, and in turn, may have a material adverse effect on the financial position of Empress.

In addition, labour disruptions are a hazard to mineral exploration, development and operation. There is always a risk that strikes or other types of conflict with unions or employees may occur at any one of the properties on which Empress may hold a royalty or other interest. Although it is uncertain whether labour disruptions will be used to advocate labour, political or social goals in the future, labour disruptions could have a material adverse effect on the results of operations of the mineral properties in which Empress may hold an interest.

Royalties are based on mine life and in some instances a drop in metal prices or a change in metallurgy may result in a project being shut down with a material, adverse effect on that company's financial position, and in turn, may have a material adverse effect on the financial position of Empress.

Some of the properties in respect of which the Company has an interest may never achieve commercial production

Some of the projects or properties in respect of which the Company has a royalty or stream interest are in the construction or development stage. There can be no assurance that construction or development will be completed on a timely basis or at all.

To the extent that any of the owners or operators of properties in respect of which the Company holds a royalty or stream interest default under their credit and other financing documents, this could delay or inhibit operations at the relevant properties, which could have a material adverse effect on the Company's business, financial condition, results of operations and the trading price of its securities.

The registration of royalty or other interests may not protect interests therein

The right to record or register royalties, streaming arrangements or other interests in various registries or mining recorders offices may not necessarily provide any protection to the royalty or interest holder. Accordingly, the royalty or interest holder may be subject to risk from third parties. While Empress seeks to confirm the existence, validity, enforceability, terms and geographic extent of its royalty interests, there can be no assurance that disputes or other problems concerning these and other matters will not arise. Confirming these matters is complex and is subject to the application of the laws of each jurisdiction to the particular circumstances of each parcel of mining property and to the documents reflecting the stream or royalty interests. Similarly, royalty interests in many jurisdictions are contractual in nature, rather than interests in land, and therefore may be subject to change of control, bankruptcy or insolvency of operators, and Empress' royalty interests could be materially restricted, reduced or set aside through judicial or administrative proceedings. Empress may often not have the protection of security interests, or its security interests may be found to be unenforceable, that could increase its recovery in such situations. In addition, Empress will be subject to the risk that its counterparties under royalty arrangements do not have or lose valid title to the mineral property.

The COVID-19 pandemic may significantly impact Empress

The current COVID-19 (corona virus) global health pandemic is significantly impacting the global economy and commodity and financial markets. The full extent and impact of the COVID-19 pandemic is unknown and to date has included extreme volatility in financial markets, a slowdown in economic activity, extreme volatility in commodity prices (including gold) and has raised the prospect of an extended global recession. The international response to COVID-19 has led to significant restrictions on travel, temporary business closures, quarantines and a general reduction in consumer activity, globally. As well, as efforts are undertaken to slow the spread of the COVID-19 pandemic, the operation and development of mining projects may be impacted. To date, a number of mining projects have been suspended as cases of COVID19 have been confirmed, for precautionary purposes or as governments have declared a state of emergency or taken other actions. If the operation or development of any property in which Empress may hold a royalty, stream or other interest from time to time is suspended or the development is delayed for precautionary purposes or as governments declare states of emergency or other actions are taken in an effort to combat the spread of COVID-19, it may have a material adverse impact on Empress' profitability, results of operations, financial condition and the trading price of Empress' securities.

The broader impact of the COVID-19 pandemic on investors, businesses, the global economy or financial and commodity markets may have a material adverse effect on the Company.

Changes in commodity prices will affect revenues generated from the portfolio of royalties and ultimately Empress' profitability

The revenue derived by the Company from its asset portfolio will be significantly affected by changes in the prices of the commodities underlying the Company's royalty and stream interests.

Commodity prices fluctuate on a daily basis and are affected by numerous factors including, but not limited to, levels of supply and demand, industrial investment levels, inflation and the level of interest rates, the strength of the US dollar and geopolitical events. Such external economic factors are in turn influenced by changes in international investment patterns, monetary systems and political developments.

Material price declines may result in a decrease in revenue or, in the case of severe declines that cause a suspension or termination of production by relevant operators, a complete cessation of revenue from royalties or other interests applicable to one or more relevant commodities. Moreover, the broader commodity market tends to be cyclical, and a general downturn in overall commodity prices could result in a significant decrease in overall revenue. Any such price decline may result in a material adverse effect on Empress' profitability, results of operations and financial condition and the trading price of Empress Shares.

Certain of the precious metal products subject to royalty or other interests are, will or may be produced as by-product metals, therefore, production decisions and the economic cut-off applied to the reporting of Mineral Reserves and Mineral Resources, as applicable, will be influenced by changes in the commodity prices of other metals at the mines. Where Empress' interest is in respect of a by-product metal, commodity prices of the by-product metal and the principal metal may diverge such that the interests of owners or operators and Empress may not be aligned.

Empress may in future acquire royalties or other interests that are subject to buy-back or buy-down rights in favor of the counterparties that could adversely affect the revenues generated from the asset portfolio

Buy-back or buy-down rights (if granted in future by Empress) exercised by an operator may permanently eliminate or reduce Empress' interest or entitlement under the relevant royalty or other interest. The exercise of any buy-back or buy-down rights may result in a material adverse effect on Empress' profitability, results of operations and financial condition and the trading price of its securities.

The Company may enter into acquisitions or other royalty or streaming transactions from time to time, which may be material, may involve the issuance of the Company's securities or may involve the incurrence of indebtedness and will be subject to transaction-specific risks

The Company regularly reviews opportunities to create or acquire existing royalties or streams, to create new royalty, streaming or other arrangements through the financing of mining projects, financing of new acquisitions or to acquire companies that hold royalties or streams in respect of mineral properties. At any given time, the Company may have various types of transactions and acquisition opportunities in various stages of active review, including submissions of indications of interest and participation in discussions or negotiations in respect of such transactions. This process also involves the engagement of consultants and advisors to assist in analyzing particular opportunities. Any such acquisition or transaction could be material to the Company and may involve the issuance of Common Shares or other securities by the Company or the incurrence of indebtedness to fund any such acquisition. In addition, any such transaction may have other transaction-specific risks associated with it, including risks related to the completion of the transaction, the project operators or the jurisdictions in which assets may be acquired or underlying properties located. Additionally, the Company may consider opportunities to restructure its royalty arrangements where it believes such a restructuring may provide a long-term benefit to the Company, even if such restructuring may reduce near-term revenues or result in the Company incurring transaction-related costs.

Empress will have no or limited control over the operation of the properties in respect of which it holds an interest and the operators' failure to perform or decision to cease or suspend operations will affect the revenues of Empress

Empress is not directly involved in the operation of mines. The revenue derived from its asset portfolio will be based on production by third-party property owners and operators. The owners and operators generally will have the power to determine the manner in which the properties are exploited, including decisions to expand, continue or reduce, suspend or discontinue production from a property or parts thereof, decisions about the marketing of products extracted from the property and decisions to advance exploration efforts and conduct development of non-producing properties. The interests of third-party owners and operators and those of Empress (and Empress) on the relevant properties may not always be aligned. As an example, it will usually be in the interest of a royalty and stream holder to advance development and production on properties as rapidly as possible in order to maximize near-term cash flow, while third-party owners and operators may take a more cautious approach to development as they are at risk on the cost of development and operations. Likewise, it may be in the interest of property owners to invest in the development of and emphasize production from projects or areas of a project that are not subject to royalty, stream or other interests. The inability of Empress to control the operations for the properties in respect of which it has a royalty, stream or other interest may result in a material adverse effect on its profitability, results of operations and financial condition and the trading price of its securities. In addition, the owners or operators may take action contrary to Empress' policies or objectives, be unable or unwilling to fulfill their obligations under their contracts, have difficulty obtaining or be unable to obtain the financing necessary to advance projects or experience financial, operational or other difficulties, including insolvency, which could limit the owner or operator's ability to perform its obligations under arrangements with Empress (and Empress).

At any time, any of the operators of the properties in respect of which Empress holds a royalty, stream or other interest or their successors may decide to suspend or discontinue operations. Empress may not be entitled to any material compensation if any of the properties in respect of which it holds a royalty or other interest shuts down or discontinues their operations on a temporary or permanent basis.

The Pinos Project, the Manica Project, the Sierra Antapite project and the Tahuehueto Project are material to Empress. Other assets and properties may become significant to Empress from time to time and any adverse development related to any such assets will affect the revenue derived from such assets.

As new assets are acquired or move into production, the materiality of each of Empress' assets will be reconsidered. Any adverse development affecting the development or operation of, production from or recoverability of Mineral Reserves from the properties which are subject to the Pinos Project, the Manica Project, the Sierra Antapite project, and the Tahuehueto Project or any other significant property in the asset portfolio from time to time, such as, but not limited to, unusual and unexpected geologic formations, seismic activity, rock bursts, cave-ins, pit wall failures, tailings dam failures, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage, adverse legal decisions, permitting delays, or the inability to hire suitable personnel and engineering contractors or secure supply agreements on commercially suitable terms, may have a material adverse effect on Empress' profitability, results of operations and financial condition and the trading price of its securities. Any adverse decision made by the owners and operators, including for example, alterations to development or mine plans or production schedules, may impact the timing and amount of revenue that Empress receives and may have a material adverse effect on Empress' profitability, results of operations and financial condition and the trading price of its securities.

Sale of assets in respect of which Empress holds an interest may result in a new operator and any failure of such operator to perform could affect the revenues of Empress

The owners or operators of any projects or mines in respect of which Empress holds an interest may from time to time undertake transactions, including the sale or transfer of the projects or mines or of the operator itself, over which Empress will have little or no control. If such transactions are completed it may result in a new operator controlling the project or mine, who may or may not operate the project or mine in a similar manner to the current operator, which may positively or negatively impact Empress. If any such transaction is announced, there is no certainty that such transaction will be completed, or completed as announced, and any consequences of such non-completion on Empress may be difficult or impossible to predict.

Empress holds royalties in, or may acquire royalties or other interests in, mineral properties that are speculative and there can be no guarantee that mineable deposits will be discovered, developed or mined

Exploration for metals and minerals is a speculative venture necessarily involving substantial risk. There is no certainty that the expenditures made by the operator of any given project will result in discoveries of commercial quantities of minerals on lands where Empress holds royalties, streams or other interests.

If mineable deposits are discovered, substantial expenditures are required to establish Mineral Reserves through drilling, to develop processes to extract the resources and, in the case of new properties, to develop the extraction and processing facilities and infrastructure at any site chosen for extraction. Although substantial benefits may be derived from the discovery of a major deposit, no assurance can be given that resources will be discovered in sufficient quantities to justify commercial operations or that the funding required for development can be obtained on terms acceptable to the operator or at all. Although, in respect of these properties, Empress intends to hold only royalties, streams or other interests and not be responsible for these expenditures, the operator may not be in a financial position to obtain the necessary funding to advance the project, thereby resulting in the Company not earning revenues from the royalty and/or stream interest it holds in such properties.

Royalty holders have limited access to data and disclosure regarding the operation of properties, in respect of which it holds interests, which limit the ability to assess and predict the performance of royalties, streams or other interests

As a holder of royalties, streams and other interests, Empress will generally have limited access to data on the operations or to the actual properties themselves. Accordingly, Empress must rely on the accuracy and timeliness of the public disclosure and other information it receives from the owners and operators of the properties in respect of which it holds royalties, streams and other interests. Empress will use such information, including production estimates, in its analyses, forecasts and assessments relating to its own business. If such information contains material inaccuracies or omissions, Empress' ability to assess and accurately forecast performance or achieve its stated objectives may be materially impaired. In addition, some royalties, streams or other interests may be subject to confidentiality arrangements which govern the disclosure of information with regard to the royalties, streams or other interests and, as such, Empress may not be in a position to publicly disclose such information with respect to certain royalties, streams or other interests. The limited access to data and disclosure regarding the operations of the properties in respect of which Empress holds, or will hold, an interest may restrict its ability to enhance its performance which may result in a material adverse effect on its profitability, results of operations and financial condition and the trading price of its securities.

Empress relies, and Empress will rely, on the public disclosure and other information regarding the properties in which it has an interest that it receives from the owners, operators and independent experts of such operations, and certain of such information is included in this AIF. Such information is necessarily imprecise because it depends upon the judgment of the individuals who operate the properties, as well as those who review and assess the geological and engineering information. In addition, Empress must rely on the accuracy and timeliness of the public disclosure and other information it receives from the owners and operators of the properties, and uses such information in its analyses, forecasts and assessments relating to its own business and to prepare its disclosure with respect to its streams and royalties. If the information provided by such third parties to Empress contains material inaccuracies or omissions, Empress' disclosure may be inaccurate and its ability to accurately forecast or achieve its stated objectives may be materially impaired, which may have a material adverse effect on Empress.

Although Empress attempts (and Empress will attempt) to secure contractual rights when it creates new royalty, stream or other interests, such as audit or access rights, that will permit it to monitor operators' compliance with their obligations, there can be no assurance that such rights will always be sufficient to ensure such compliance or to affect operations in ways that would be beneficial to Empress.

Empress will depend on its operators for the calculation of certain payments, and it may not be possible to detect errors in payment calculations

Payments and deliveries to Empress, and Empress for royalties, streams and other interests are calculated by the operators of the relevant properties based on reported production. Each operator's calculations are subject to and dependent upon the adequacy and accuracy of its production and accounting functions, and errors may occur from time to time in the calculations made by an operator. Certain contracts for royalties, streams or other interests require the operators to provide production and operating information that may, depending on the completeness and accuracy of such information, enable the detection of errors in such calculations. Empress does not, and Empress may not, however, have the contractual right to receive production information for all of its royalties, streams and other interests. As a result, Empress' ability to detect payment errors in respect of royalties, streams or other interests through its monitoring program of its interests and its associated internal controls and procedures is limited, and the possibility exists that Empress will need to make retroactive revenue adjustments in respect of royalties, streams or other interests. Some of Empress' contracts for royalties, streams and other interests provide the right to audit the operational calculations and production data for the associated payments and deliveries in respect of such royalties, streams and other interests; however, such audits may occur at some point following Empress' recognition of the revenue in respect of the royalties, streams or other interests and may require Empress' to adjust its revenue in later periods.

Empress is, and Empress will be, dependent on the payment or delivery by the owners and operators of the properties in respect of which it has a royalty or other interest, and any delay in or failure of such payments will affect the revenues generated by the asset portfolio

Empress is, and Empress will be, dependent to a large extent upon the financial viability of owners and operators of the relevant properties in respect of which it holds royalties and/or streams. Payments and deliveries from production generally flow through the operator and there is a risk of delay and additional expense in receiving such payments or deliveries. Payments and deliveries may be delayed by restrictions imposed by lenders, delays in the sale or delivery of products, the ability or willingness of smelters and refiners to process mine products, delays in the connection of wells to a gathering system, blowouts or other accidents, recovery by the operators of expenses incurred in the operation of the properties, the establishment by the operators of reserves for such expenses or the insolvency of the operator. Empress' rights to payment or delivery for royalties, streams and other interests must, in some cases, be enforced by contract without the protection of the ability to liquidate a property. This inhibits the ability to collect outstanding payments or deliveries in respect of such royalties, streams or other interests upon a default. Additionally, some contracts may provide limited recourse in particular circumstances which may further inhibit the ability to recover or obtain equitable relief in the event of a default under such contracts. In the event of a bankruptcy of an operator or owner, it is possible that an operator may claim that Empress should be treated as an unsecured creditor and, therefore, have a limited prospect for full recovery of revenue; there is also a possibility that a creditor or the owner or operator may claim that the royalty contract should be terminated in the insolvency proceeding. Alternatively, in order to preserve its interest in a royalty or other interest in the context of an insolvency or similar proceeding, Empress may be required to make additional investments in, or provide funding to, owners or operators, which would increase its exposure to the relevant interest and counterparty risk. Failure to receive payments or deliveries from the owners and operators of the relevant properties or termination of Empress' rights may result in a material adverse effect on Empress' profitability, results of operations and financial condition and the trading price of its securities.

Royalties, streams and other interests may not be honoured by operators of a project

Royalties, streams and other interests in respect of natural resource properties are largely contractual in nature. Parties to contracts do not always honour contractual terms and contracts themselves may be subject to interpretation or technical defects. To the extent grantors of royalties, streams and other interests do not abide by their contractual obligations, Empress will be forced to take legal action to enforce its contractual rights. Such legal action may be time consuming and costly and there is no guarantee of success. Any pending proceedings or actions or any decisions determined adversely to Empress, may have

a material adverse effect on Empress' profitability, results of operations and financial condition and the trading price of its securities.

Not all of the Company's royalties and streams are secured and the Company's security interests, if any, may be subordinated and difficult to enforce

Although certain of the Company's royalties and streams are secured, certain of the Company's royalty and stream interests are unsecured. In a default, liquidation or realization situation, any unsecured royalty and stream interests of the Company will be satisfied pro rata with all other unsecured claims after all secured claims, property claims and prior ranking claims are satisfied in full. Absent a security interest, the Company's likely potential recourse against a defaulting property owner or mining operator would be for breach of the applicable contract which would result in damages and unsecured claims for which the likelihood of recovery is remote and time-consuming. In the event that a mining operator or property owner has insufficient funds to pay its liabilities and obligations as they become due, it is possible that other liabilities and obligations will be satisfied prior to those owing to the Company. Even valid security interests which are or may be held by the Company could be (i) subordinated to other indebtedness; (ii) unenforceable; (iii) difficult to enforce; or (iv) subject to attack by other creditors or stakeholders. Further, in insolvency proceedings, any security or other interest held by the Company will likely be further subordinated by court-ordered charges or other court-ordered relief, including for interim financing.

Empress is, and Empress will be, exposed to foreign exchange risk

Certain of Empress' activities and offices are located in Canada and the costs associated with these activities are largely denominated in Canadian dollars. However, Empress' royalties, streams and other interests are denominated in United States dollars and, as a result, are subject to foreign currency fluctuations and inflationary pressures, which may have a material adverse effect on Empress' profitability, results of operations and financial condition. There can be no assurance that the steps taken by management to address variations in foreign exchange rates will eliminate all adverse effects and Empress may suffer losses due to adverse foreign currency rate fluctuations.

Operators of mines may not be able to replace depleted Mineral Reserves and Mineral Resources, which would reduce revenue from royalties, streams and other interests

Any revenue generated from Empress' royalties and streams will principally be based on the exploitation of Mineral Reserves on assets underlying its royalties, streams or other interests. Mineral Reserves are continually being depleted through extraction and the long-term viability of Empress' asset portfolio depends on the replacement of Mineral Reserves through new producing assets and increases in Mineral Reserves on existing producing assets. As a mine matures, it can expect overall declines in production over the years unless operators are able to replace Mineral Reserves that are mined through mine expansion or successful new exploration. Exploration for minerals is a speculative venture necessarily involving substantial risk. There is no certainty that the expenditures made by the operator of any given project will result in discoveries of commercial quantities of minerals on properties underlying the asset portfolio or that discoveries will be located on properties covered by the relevant royalty or other interest. Even in those cases where a significant mineral deposit is identified and covered by the royalty or other interest, there is no guarantee that the deposit can be economically extracted. Substantial expenditures are required to establish Mineral Reserves through drilling, to develop processes to extract the resources and, in the case of new properties, to develop the extraction and processing facilities and infrastructure at any site chosen for extraction. Although substantial benefits may be derived from the discovery of a major deposit covered by the royalty or other interest, no assurance can be given that new Mineral Reserves will be identified to replace or increase the amount of Mineral Reserves currently in the asset portfolio. This includes Mineral Resources, as the resources that have been discovered have not been subjected to sufficient analysis to justify commercial operations or the allocation of funds required for development. The inability by operators to add additional Mineral Reserves or to replace existing Mineral Reserves through either the development of existing Mineral Resources or the acquisition of new mineral producing assets, in each case covered by a royalty or other interest, may result in a material adverse effect on Empress' profitability, results of operations and financial condition and the trading price of its securities.

Empress may fail to acquire additional interests or select appropriate acquisitions

As part of Empress' business strategy, it expects to seek to purchase royalties, streams or other interests from third party natural resource companies and others. In pursuit of such opportunities, Empress may fail to select appropriate acquisition candidates or negotiate acceptable agreements, including arrangements to finance the acquisitions or integrate the acquired businesses or their personnel into Empress. There can be no assurance that Empress will complete any acquisition or business arrangement that it pursues on favourable terms or at all, or that any acquisitions or business arrangements completed will ultimately benefit Empress.

Increased competition for royalties, streams and other interests could adversely affect Empress' ability to acquire additional royalties, streams and other interests in mineral properties

Many companies are engaged in the search for and the acquisition of mineral interests, including royalties, streams and other interests, and there is a limited supply of desirable mineral interests. The mineral exploration and mining businesses are competitive in all phases. Many companies are engaged in the acquisition of mineral interests, including large, established companies with substantial financial resources, operational capabilities and long earnings records. Empress may be at a competitive disadvantage in creating or acquiring those interests, whether by way of royalty or other form of investment, as competitors may have greater financial resources and technical staffs. There can be no assurance that Empress will be able to compete successfully against other companies in creating or acquiring new royalties, streams or other interests. In addition, Empress may be unable to acquire royalties, streams or other interests at acceptable valuations which may result in a material adverse effect on Empress' profitability, results of operations and financial condition and the trading price of its securities.

There can be no assurance that Empress will be able to obtain adequate financing in the future or that the terms of such financing will be favourable

There can be no assurance that Empress will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could impede Empress' could result in delay or postponement of further business activities which may result in a material adverse effect on Empress' profitability, results of operations and financial condition and the trading price of its securities.

Empress may experience difficulty attracting and retaining qualified management and technical personnel to efficiently operate its business

Empress is dependent upon the continued availability and commitment of its key management personnel, whose contributions to immediate and future operations of Empress are of significant importance. The loss of any such key management personnel could negatively affect business operations. From time to time, Empress may also need to identify and retain additional skilled management and specialized technical personnel to efficiently operate its business. In addition, Empress frequently retains third party specialized technical personnel to assess and execute on opportunities. These individuals may have conflicts of interest or scheduling conflicts, which may delay or inhibit Empress' ability to employ such individuals' expertise. The number of persons skilled in the acquisition, exploration and development of royalties, streams and interests in natural resource properties is limited and competition for such persons is intense. Recruiting and retaining qualified personnel is critical to Empress' success and there can be no assurance that Empress will be able to recruit and retain such personnel. If Empress is not successful in recruiting and retaining qualified personnel, Empress' ability to execute its business model and growth strategy could be affected, which could have a material adverse impact on its profitability, results of operations and financial condition and the trading price of its securities.

Certain of Empress' proposed directors serve in similar positions with other public companies, which could put them in a conflict position from time to time

Certain of the directors and officers of Empress also serve as directors or officers of, or have significant shareholdings in, other companies involved in natural resource exploration, development and production and, to the extent that such other companies may engage in transactions or participate in the same ventures in which Empress participates, or in transactions or ventures in which Empress may seek to participate, the directors and officers of Empress may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. Such conflicts of the directors and officers may result in a material adverse effect on Empress' profitability, results of operations and financial condition and the trading price of its securities.

Risks Related to Mining Operations that May Affect Empress

Empress is indirectly exposed to many of the same risk factors as the owners and operators of properties in respect of which it holds a royalty or other interest

To the extent that they relate to the production of minerals from, or the continued operation of, the properties in respect of which Empress holds a royalty or interest, Empress will be subject to the risk factors applicable to the owners and operators of such mines or projects.

Production at mines and projects in respect of which Empress holds royalty or other interests is dependent on operators' employees

Production from the properties in respect of which Empress holds an interest depends on the efforts of operators' employees. There is competition for geologists and persons with mining expertise. The ability of the owners and operators of such properties to hire and retain geologists and persons with mining expertise is key to those operations. Further, relations with employees may be affected by changes in the scheme of labour relations that may be introduced by the relevant governmental authorities in the jurisdictions in which those operations are conducted. Changes in such legislation or otherwise in the relationships of the owners and operators of such properties with their employees may result in strikes, lockouts or other work stoppages, any of which could have a material adverse effect on Empress' profitability, results of operations and financial condition and the trading price of its securities. If these factors cause the owners and operators of such properties to decide to cease production at one or more of the properties, such decision could have a material adverse effect on the business and financial condition of Empress.

Mineral Reserves and Mineral Resources are estimates based on interpretation and assumptions and actual production may differ from amounts identified in such estimates

The Mineral Reserves and Mineral Resources on properties underlying royalties, streams or other interests are estimates only, and no assurance can be given that the estimated Mineral Reserves and Mineral Resources are accurate or that the indicated level of minerals will be produced. Mineral Reserve and Mineral Resource estimates are prepared by the operators of the properties underlying the applicable royalty or other interest. Empress does not, and Empress will not, participate in the preparation or verification of such estimates (or the reports in which they are presented) and Empress has not independently assessed or verified the accuracy of such estimates. Such estimates are, in large part, based on interpretations of geological data obtained from drill holes and other sampling techniques. Actual mineralization or formations may be different from those predicted. Further, it may take many years from the initial phase of drilling before production is possible and during that time the economic feasibility of exploiting a discovery may change.

Market price fluctuations of the applicable commodity, as well as increased production and capital costs or reduced recovery rates, may render Mineral Reserves on properties underlying royalties, streams or other interests unprofitable to develop at a particular site or sites for periods of time or may render Mineral Reserves containing relatively lower grade mineralization uneconomic. Moreover, short-term operating factors relating to Mineral Reserves, such as the need for the orderly development of ore bodies or the processing of new or different ore grades, may cause Mineral Reserves to be reduced or not extracted. Estimated Mineral Reserves may have to be recalculated based on actual production experience. The economic viability of a mineral deposit may also be impacted by other attributes of a particular deposit,

such as size, grade and proximity to infrastructure, governmental regulations and policy relating to price, taxes, royalties, streams, land tenure, land use permitting, the import and export of minerals and environmental protection and by political and economic stability. While these risks will exist for all of Empress' assets, they are heightened in the case of interests in properties which are not yet at production.

Mineral Resource estimates in particular must be considered with caution. Mineral Resource estimates for properties that have not commenced production are based, in many instances, on limited and widely spaced drill hole or other limited information, which is not necessarily indicative of the conditions between and around drill holes. Such Mineral Resource estimates may require revision as more drilling or other exploration information becomes available or as actual production experience is gained. Further, Mineral Resources may not have demonstrated economic viability and may never be extracted by the operator of a property. It should not be assumed that any part or all of the Mineral Resources on properties underlying Empress' royalties, streams or other interests constitute or will be converted into Mineral Reserves.

Any of the foregoing factors may require operators to reduce their Mineral Reserves and Mineral Resources, which may result in a material adverse effect on Empress' profitability, results of operations and financial condition and the trading price of its securities.

Production forecasts may not prove to be accurate

Empress prepares, and Empress expects to prepare, estimates and forecasts of future attributable production from the properties in respect of which it holds royalties, streams and other interests and relies on public disclosure and other information it receives from the owners, operators and independent experts of such properties to prepare such estimates. Such information is necessarily imprecise because it depends upon the judgment of the individuals who operate such properties as well as those who review and assess the geological and engineering information. These production estimates and forecasts are based on existing mine plans and other assumptions with respect to such properties which change from time to time, and over which Empress has, and Empress will have, no control, including the availability, accessibility, sufficiency and quality of ore, the costs of production, the operators' ability to sustain and increase production levels, the sufficiency of infrastructure, the performance of personnel and equipment, the availability of materials and equipment including reagents and fuel, the ability to maintain and obtain mining interests and permits and compliance with existing and future laws and regulations. Any such information is forward-looking and no assurance can be given that such production estimates and forecasts will be achieved. Actual attributable production may vary from Empress' estimates for a variety of reasons, including: actual ore mined varying from estimates of grade, tonnage, dilution and metallurgical and other characteristics; actual ore mined being less amenable than expected to mining or treatment; lower than expected mill feed grades; lower than anticipated pillar recovery; short-term operating factors relating to the Mineral Reserves, such as the need for sequential development of orebodies and the processing of new or different ore grades; delays in the commencement of production and ramp up at new mines; revisions to mine plans; unusual or unexpected orebody formations; risks and hazards associated with the properties in respect of which Empress holds royalties, streams and other interests, including but not limited to cave-ins, rock falls, rock bursts, pit wall failures, seismic activity, weather related complications, fires or flooding or as a result of other operational problems such as production drilling or material removal challenges, power failures or a failure of a key production component such as a hoist, an autoclave, a filter press or a grinding mill; and unexpected labour shortages, strikes, local community opposition or blockades. Occurrences of this nature and other accidents, adverse conditions or operational problems in future years may result in Empress' failure to realize the benefits of its production forecasts anticipated from time to time. If Empress' production forecasts prove to be incorrect, it may result in a material adverse effect on Empress' profitability, results of operations and financial condition and the trading price of its securities.

The exploration and development of Mineral Resource properties is inherently risky and subject to factors that are beyond the control of a royalty interest holder

Companies engaged in mining activities are subject to all of the hazards and risks inherent in exploring for and developing natural resource projects. These risks and uncertainties include, but are not limited to, environmental hazards, industrial accidents, labour disputes, increases in the cost of labour, social unrest,

changes in the regulatory environment, permitting and title risks, impact of non-compliance with laws and regulations, fires, explosions, blowouts, cratering, encountering unusual or unexpected geological formations or other geological or grade problems, unanticipated metallurgical characteristics or less than expected mineral recovery, encountering unanticipated ground or water conditions, cave-ins, pit wall failures, flooding, rock bursts, tailings dam failures, periodic interruptions due to inclement or hazardous weather conditions, earthquakes, seismic activity, other natural disasters or unfavorable operating conditions and losses. Should any of these risks or hazards affect exploration or development activities over which Empress holds a royalty or other interest, it may (i) result in an environmental release or environmental pollution and liability to the operator; (ii) cause the cost of development or production to increase to a point where it would no longer be economic to produce the metal from the Mineral Resources or expected Mineral Reserves of the underlying properties, (iii) result in a write down or write-off of the carrying value of one or more mineral projects, (iv) cause delays or stoppage of mining or processing, (v) result in the destruction of properties, processing facilities or third-party facilities necessary for operations, (vi) cause personal injury or death and related legal liability, (vii) result in regulatory fines and penalties or the revocation or suspension of licenses; (viii) result in the loss of insurance coverage or (ix) result in the loss of social license to operate. The occurrence of any of above-mentioned risks or hazards could result in an interruption or suspension of operation of the properties underlying Empress' royalty or other interests.

Defects in title to properties underlying Empress' royalty or other interests may result in a loss of entitlement by the operator and a loss of Empress' interest

A defect in the chain of title to any of the properties underlying one of Empress' royalties, streams or other interests or necessary for the anticipated development or operation of a particular project to which a royalty, stream or other interest relates may arise to defeat or impair the claim of the operator to a property which could in turn result in a loss of Empress' interest in respect of that property. In addition, claims by third parties or aboriginal groups in Canada and elsewhere may impact on the operator's ability to conduct activities on a property to the detriment of Empress' royalties, streams or other interests. To the extent an owner or operator does not have title to the property, it may be required to cease operations or transfer operational control to another party. Many royalties, streams or other interests are contractual, rather than an interest in land, with the risk that an assignment or bankruptcy or insolvency proceedings by an owner will result in the loss of any effective royalty or other interest in a particular property. Further, even in those jurisdictions where there is a right to record or register royalties, streams or other interests held by Empress in land registries or mining recorders offices, such registrations may not necessarily provide any protection to Empress. As a result, known title defects, as well as unforeseen and unknown title defects may impact operations at a project in respect of which Empress has a royalty or other interest.

Future litigation affecting the properties in respect of which Empress holds a royalty, stream or other interests could have an adverse effect on Empress

Potential litigation may arise on a property on which Empress holds a royalty or other interest (for example, litigation between joint venture partners or between operators and original property owners or neighbouring property owners). As a holder of such interests, Empress will not generally have any influence on the litigation and will not generally have access to data. Any such litigation that results in the cessation or reduction of production from a property (whether temporary or permanent) or the expropriation or loss of rights to a property could have a material adverse effect on Empress' profitability, results of operations and financial condition and the trading price of its securities.

Moreover, the courts in some of the jurisdictions in which the Company has a royalty may offer less certainty as to the judicial outcome of legal proceedings or a more protracted judicial process than is the case in more established economies. Accordingly, there can be no assurance that contracts, joint ventures, licences, licence applications or other legal arrangements will not be adversely affected by the actions of government authorities and the effectiveness of and enforcement of such arrangements in these jurisdictions. Moreover, the commitment of local businesses, government officials and agencies and the judicial system in these jurisdictions to abide by legal requirements and negotiated agreements may be more uncertain and may be susceptible to revision or cancellation, and legal redress may be uncertain or delayed.

Defects or disputes relating to Empress' royalties, streams or other interests could have an adverse effect on Empress

Defects in or disputes relating to the royalty, stream or other interests Empress holds or acquires may prevent it from realizing the anticipated benefits from these interests. Material changes could also occur that may adversely affect management's estimate of the carrying value of Empress' royalty, stream and other interests and could result in impairment charges. While Empress seeks, and Empress will seek to confirm the existence, validity, enforceability, terms and geographic extent of the royalty and other interests it acquires, there can be no assurance that disputes or other problems concerning these and other matters or other problems will not arise. Confirming these matters is complex and is subject to the application of the laws of each jurisdiction to the particular circumstances of each parcel of mineral property and to the documents reflecting the royalty or other interest. The discovery of any defects in, or any disputes in respect of, Empress' royalty and other interests, could have a material adverse effect on Empress' profitability, results of operations and financial condition and the trading price of its securities.

The operations in respect of which Empress may hold a royalty or other interest require various property rights, permits and licenses to be held by the operator in order to conduct current and future operations, and delays or a failure to obtain or maintain such property rights, permits and licenses, or a failure to comply with the terms of any of such property rights, permits and licenses could result in interruption or closure of operations or exploration on the properties

Exploration, development and operation of mining properties are subject to laws and regulations governing health and worker safety, employment standards, environmental matters, mine development, project development, mineral production, permitting and maintenance of title, exports, taxes, labour standards, reclamation obligations, heritage, historic and archaeological matters and other matters. The owners and operators of the properties in respect of which Empress holds, or will hold, a royalty or other interest require licenses and permits from various governmental authorities in order to conduct their operations. Future changes in such laws and regulations or in such licenses and permits could have a material adverse impact on the revenue. Such licenses and permits are subject to change in various circumstances and are required to be kept in good standing through a variety of means, including cash payments and satisfaction of conditions of issue. Such licenses and permits are subject to expiration, relinquishment and/or termination without notice to, control of or recourse by Empress. There can be no guarantee that the owners or operators of those properties in respect of which Empress holds or will hold a royalty or other interest, will be able to obtain or maintain all necessary licenses and permits in good standing that may be required to explore, develop and operate the properties, commence construction or operation of mining facilities, or maintain operations that economically justify the cost. Any failure to comply with applicable laws and regulations, permits and licenses, or to maintain permits and licenses in good standing, even if inadvertent, could result in interruption or closure of exploration, development or mining operations or in fines, penalties or other liabilities accruing to the owner or operator of the project. Any such occurrence could substantially decrease production or cause the termination of operations on the property and have a material adverse effect on Empress' profitability, results of operations and financial condition and the trading price of its securities.

The Company will be exposed to risks related to the construction, development and/or expansion in relation to the mines, projects and properties in respect of which it holds a royalty or stream

Many of the projects or properties in respect of which the Company holds an interest are in the construction or development stage, and such projects are subject to numerous risks, including, but not limited to delays in obtaining equipment, materials and services essential to the construction and development of such projects in a timely manner, currency exchange rates, labour shortages, cost escalations and fluctuations in metal prices. There can be no assurance that the owners or operators of such projects will have the financial, technical and operational resources to complete construction, development and/or expansion of such projects in accordance with current expectations or at all.

The operations on the properties underlying royalty or other interests are subject to environmental and endangered species laws and regulations that may increase the costs of doing business and may restrict operations, which could reduce Empress' revenues

All phases of the mining business present environmental risks and hazards and are subject to environmental regulation pursuant to a variety of government laws and regulations, including laws and regulations relating to the protection of endangered and threatened species. Compliance with such laws and regulations can require significant expenditures and a breach may result in the imposition of fines and penalties, which may be material. In addition, such laws and regulations can constrain or prohibit the exploration and development of new projects or the development or expansion of existing projects. Environmental legislation is evolving in a manner expected to result in stricter standards and enforcement, increases in land use restrictions, larger fines and liability and potentially increased capital expenditures and operating costs. Any breach of environmental legislation by owners or operators of properties underlying Empress' asset portfolio could have a material impact on the viability of the relevant property and impair the revenue derived from the owned property or applicable royalty or other interest, which could have a material adverse effect on Empress' profitability, results of operations and financial condition and the trading price of its securities.

Additional costs may be incurred by mineral property operators as a result of international climate change initiatives and may affect the availability of resources and cause business disruptions, which could reduce Empress' revenues

Empress acknowledges climate change as an international and community concern. Empress supports and endorses various initiatives for voluntary actions consistent with international initiatives on climate change.

In addition to voluntary actions, governments are moving to introduce climate change legislation and treaties at the international, national, state/provincial and local levels. Where legislation already exists, regulation relating to emission levels and energy efficiency is becoming more stringent. Some of the costs associated with reducing emissions can be offset by increased energy efficiency and technological innovation. However, if the current regulatory trend continues, Empress expects this may result in increased costs at some of the properties underlying its royalties, streams or other interests, which could have a material impact on the viability of the properties and impair the revenue derived from the applicable royalty or other interest, which could have a material adverse effect on Empress' profitability, results of operations and financial condition and the trading price of its securities.

Certain operators are subject to risks relating to foreign jurisdictions and developing economies, which could negatively impact Empress

Certain of Empress' royalty or other interests relate to properties outside of Canada, including Mexico, Peru and Mozambique. In addition, future investments may expose Empress to new jurisdictions. The ownership, development and operation of properties, mines and projects in foreign jurisdictions by their owners are subject to the risks normally associated with conducting business in foreign jurisdictions. These risks include, depending on the country, nationalization and expropriation, social unrest and political instability, less developed legal and regulatory systems, uncertainties in perfecting mineral titles, trade barriers, exchange controls and material changes in taxation. These risks may, among other things, limit or disrupt the ownership, development or operation of properties, mines or projects in respect of which Empress holds, or will hold, royalty or other interests, restrict the movement of funds, or result in the deprivation of contractual rights or the taking of property by nationalization or expropriation without fair compensation. If any of these events were to occur, this may result in a write-down or write-off of the carrying value of one or more of Empress' assets, which could have a material adverse effect on Empress' profitability, results of operations and financial condition and the trading price of its securities. In addition, in the event of a dispute arising from foreign operations, Empress may be subject to the exclusive jurisdiction of foreign courts or may not be successful in subjecting foreign persons to the jurisdiction of courts in Canada. Empress applies, and Empress will apply, various methods, where practicable, to identify, assess and, where possible, mitigate these risks prior to entering into contracts for royalty or other interests. Such methods generally include: conducting due diligence on the political, social, legal and regulatory systems and on the

ownership, title and regulatory compliance of the properties subject to the royalty or other interest, engaging experienced local counsel and other advisors in the applicable jurisdiction; negotiating where possible so that the applicable contract contains appropriate protections, representations, warranties and, in each case as Empress deems necessary or appropriate in the circumstances, all applied on a risk-adjusted basis. There can be no assurance, however, that Empress will be able to identify or mitigate all risks relating to holding royalties, streams and other interests in respect of properties, mines and projects located in foreign jurisdictions, and the occurrence of any of the factors and uncertainties described above could have a material adverse effect on Empress' profitability, results of operation and financial condition and the trading price of its securities.

Changes in government regulation could inhibit exploration, construction and development on, or production from, the mineral properties underlying royalties or other interests

The properties on which Empress holds, and Empress will hold, a royalty or other interest are and may in future be located in multiple legal jurisdictions and political systems. There can be no assurance that future political and economic conditions in such countries will not result in the adoption of different policies or attitudes respecting the development and ownership of resources. Changes in applicable laws, regulations, or in their enforcement or regulatory interpretation could result in adverse changes to mineral development or operations. Any such changes in policy or attitudes may result in changes in laws affecting ownership of assets, land tenure and resource concessions, licensing fees, taxation, royalties, price controls, exchange rates, export controls, environmental protection, labour relations, foreign investment, nationalization, expropriation, repatriation of income and return of capital, which may affect both the ability to undertake exploration, construction and development on, or production from, the properties in respect of which Empress holds a royalty or other interest or the payments under such royalties or other interests. In certain areas where Empress' royalty interests are currently located, and in areas where Empress may hold a royalty or other interest, the regulatory environment is in a state of continuing change, and new laws, regulations and requirements may be retroactive in their effect and implementation. Any changes in governmental laws, regulations, economic conditions or shifts in political attitudes or stability are beyond the control of a royalty holder and the owners and operators of the underlying properties and such changes may result in a material adverse effect on Empress' profitability, results of operations and financial condition and the trading price of its securities.

Adequate infrastructure may not be available to develop properties underlying a royalty or other interest which could inhibit operations at such properties

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants, which affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect or inhibit the operations at the properties in respect of which Empress holds a royalty or other interest, which may result in a material adverse effect on Empress' profitability, results of operations and financial condition and the trading price of its securities.

Mineral properties underlying royalty or other interests may be subject to risks related to indigenous peoples which could inhibit operations at such properties

Various international, national, state and provincial laws, codes, resolutions, conventions, guidelines, treaties and other principles and considerations relate to the rights of indigenous peoples. Empress holds, and Empress will hold, royalties and other interests in respect of operations located in some areas presently or previously inhabited or used by indigenous peoples. Many of these impose obligations on government to respect the rights of indigenous people. Some mandate consultation with indigenous people regarding actions which may affect indigenous people, including actions to approve or grant mining rights or permits. The obligations of government and private parties under the various international and national requirements, principles and considerations pertaining to indigenous people continue to evolve and be defined. The properties in respect of which Empress currently holds or Empress in the future may hold an interest are subject to the risk that one or more groups of indigenous people may oppose operation or new

development. Such opposition may be directed through legal or administrative proceedings or protests, roadblocks or other forms of public expression against the operator's activities. Opposition by indigenous people to such activities may require modification of or preclude operation or development of projects or may require the entering into of agreements with indigenous people. Claims and protests of indigenous peoples may disrupt or delay activities of the operators of assets in respect of which Empress holds a royalty or other interest which may result in a material adverse effect on Empress profitability, results of operations and financial condition and the trading price of its securities.

SUMMARY DESCRIPTION OF THE BUSINESS

Overview

Empress was incorporated under the Business Corporations Act (British Columbia) on March 2, 2020, with an unlimited number of common shares without par value authorized for issue. Empress is a reporting issuer in the provinces of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, New Brunswick, Nova Scotia, Prince Edward Island, and Newfoundland, and its head office and registered and records office is located at Suite 545, 1130 West Pender Street, Vancouver, BC V6E 4A4. There have been no amendments to its articles or other constating documents since its incorporation.

Empress began trading its Common Shares as a Tier 2 investment issuer on the TSXV under the symbol "EMPR" on December 29, 2020. Empress also began trading its Common Shares on the OTCQXB market in the United States under the symbol "EMPYF" on February 19, 2021, and graduated to the OTCQX market on January 11, 2023.

Corporate Structure

Empress Royalty Holding Corp. ("**Empress Holding**") was incorporated under the Business Corporations Act on November 15, 2021, as a wholly owned subsidiary of Empress for the sole purpose of holding the Nebari security. In December 2021, the Company assigned all of its royalty and stream interests to Empress Holding. All future royalty and stream investments funded by Nebari will also be held by Empress Holding.

Description of Business

Empress is a growth-oriented precious metal royalty and streaming company that is focused on maximizing returns for its shareholders by growing its asset base, both organically and through accretive investments and other high-quality royalties, streams and similar interests.

Empress' main focus is on high quality, long-life precious metal assets located in jurisdictions that are favourable to mining and operated by established mining companies, as these assets provide the best risk/return profile. Given that a core aspect of Empress' business is the ability to compete for investment opportunities, Empress plans to maintain a strong balance sheet and ability to deploy capital.

The following table summarizes the royalty and stream interests that Empress owns indirectly through Empress Holding.

Property	Operator	Location	Stage	Metal	Terms
Producing					
Sierra Antapite	Sierra Sun Group	Peru	Production	Gold	4.5% Stream
Tahuehueto	Luca Mining Corp.	Mexico	Development	Silver	100% Stream
Manica	Mutapa Mining & Processing	Mozambique	Production	Gold	3.375% NSR

Development					
Pinos	Candelaria Mining Corp.	Mexico	Development	Gold & Silver	1% NSR
Exploration					
Windfall East	Osisko Mining Inc.	Quebec	Exploration	Gold	1% NSR
Destiny	Big Ridge Gold Corp.	Quebec	Exploration	Gold	0.5% NSR / 1% NSR
Oxford Lake	Big Ridge Gold Corp.	Manitoba	Exploration	Gold	0.5% NSR / 1% NSR
Coldstream	Goldshore Resources Inc.	Ontario	Exploration	Gold	0.5% NSR / 1% NSR
Fisher	Forum Energy Metals Corp	Saskatchewan	Exploration	Copper/Zinc	0.5% NSR / 1% NSR
Dog Lake	Big Ridge Gold Corp.	Ontario	Exploration	Gold	1% NSR
Miner Lake	Caprock Mining Corp.	Ontario	Exploration	Gold	0.5% NSR / 1% NSR
Greenoaks	Caprock Mining Corp.	Ontario	Exploration	Gold	0.5% NSR
Mud Lake	Caprock Mining Corp.	Ontario	Exploration	Gold	0.5% NSR / 1% NSR
Empress	Sanatana Resources Inc.	Ontario	Exploration	Gold	1% NSR

The Company disclosed in the AIF that the Rusty deposit at Oxford Lake has reported historical resources of 800,000 tonnes averaging 6 g/t Au and that the Fisher property hosts a historical deposit containing 650,000 tons grading 3.5% Zn, 0.5% Cu. The Company does not have access to information regarding the source and reliability of these historical estimates, and this disclosure is withdrawn.

RECENT DEVELOPMENTS

Significant developments of the Company which have occurred since December 31, 2022, have been disclosed under “Documents Incorporated by Reference”, above, and are discussed elsewhere in this Prospectus.

CONSOLIDATED CAPITALIZATION

There have been no material changes in the Company’s share or loan capital, on a consolidated basis, since the date of the Annual Financial Statements, other than as outlined under the heading “Prior Sales”.

EARNINGS COVERAGE RATIOS

The applicable Prospectus Supplement will provide, as required, the earnings coverage ratios with respect to the issuance of Securities pursuant to such Prospectus Supplement.

USE OF PROCEEDS

Unless otherwise specified in a Prospectus Supplement, we intend to use the net proceeds from the sale of Securities for the investment in further royalties and streams and for general corporate purposes, including but not limited to consulting fees, marketing costs, professional fees, and general and administrative expenses. Specific information about the use of net proceeds of any offering of Securities under this Prospectus will be set forth in the applicable Prospectus Supplement. We may invest funds which we do not immediately use. Such investments may include short-term marketable investment grade securities denominated in Canadian dollars, United States dollars or other currencies. We may, from time to time, issue securities other than pursuant to this Prospectus.

Since inception, we have incurred operating losses and negative operating cash flow. We expect to use the net proceeds from the sale of Securities in pursuit of our ongoing general business objectives, which will be more particularly set out in the applicable Prospectus Supplement. To that end, a portion of the net proceeds from the sale of Securities under any Prospectus Supplement are expected to be allocated to working capital requirements. To the extent that we have negative operating cash flows in future periods, we may need to deploy a portion of the net proceeds from the sale of Securities and/or existing working capital to fund such negative cash flow. See "Risk Factors".

On March 18, 2021, the Company filed a prospectus supplement to its base shelf prospectus dated February 4, 2021 which disclosed the proposed use of the \$13,740,000 in proceeds from the distribution of securities described in that supplement. The following table compares the proposed use of proceeds disclosed in the March 18, 2021 prospectus supplement with the actual use made by the Company of those proceeds:

Use of Proceeds to December 31, 2021		
	Proposed Use of Proceeds	Approximate Use of Proceeds
Acquisition of proposed royalty and stream investments	\$ 8,750,000	\$ 10,750,000
Due diligence of potential investment opportunities	\$ 500,000	\$ 716,077
Consulting fees, director fees, management fees and salaries	\$ 1,000,000	\$ 521,679
Marketing costs	\$ 750,000	\$ 590,442
General & Administration	\$ 500,000	\$ 404,987
Cash reserve retained for future acquisitions, due diligence and expenditures and for general corporate purposes	\$ 2,240,000	\$ 756,815
Total Net Proceeds	\$ 13,740,000	\$ 13,740,000

- In the nine months from the financing date to December 31, 2021, the company acquired \$21,420,000 of royalties and streams.
- The investments were funded with \$5,000,000 of opening cash and loan proceeds of \$5,670,000 leaving approx. \$10,750,000 of the investments to be funded by proceeds from the financing.
- Due diligence expenses were higher than forecast as a result of higher investment in royalty and stream interests.

- Consulting fees, directors fees, management fees and salaries are lower than anticipated, as being a start-up company, Management and Directors were receiving conservative salaries and fees.
- Marketing and general administration expenses were also slightly below expectations for similar reasons. As an early-stage mining company, Management was focused on minimizing any unnecessary expenditures.
- The financing was oversubscribed and as a result the cash reserve above and any additional proceeds from the financing were used in the following year for corporate and general purposes while the Company was transitioning to a cash flow generating company.

SHARE STRUCTURE

Empress' authorized share capital consists of an unlimited number of Common Shares. As of the date hereof, the Company had 118,205,418 Common Shares issued and outstanding.

DIVIDENDS AND DISTRIBUTIONS

To the knowledge of its current management, the Company has not, since the date of its incorporation, declared or paid any dividends on the Common Shares, and does not currently have a policy with respect to the payment of dividends. For the foreseeable future, the Company anticipates that it will retain future earnings and other cash resources for the operation and development of its business. The payment of dividends in the future, if any, will be determined by the Board in their sole discretion based upon, among other factors, the cash flow, results of operations and financial condition of the Company, the need for funds to finance ongoing operations, and such other business considerations as the Board considers relevant.

DESCRIPTION OF SECURITIES OFFERED

Common Shares

The rights, preferences and privileges of holders of Common Shares are subject to the rights of the holders of shares of any class or series ranking senior to the Common Shares that the Company may issue in the future. A summary of the rights of the Common Shares is set forth below. The following summary is not complete and is subject to, and qualified in its entirety by reference to, the terms and provisions of the Company's articles and by-laws, as they may be amended from time to time. Common Shares may be sold separately or together with Debt Securities or Warrants under this Prospectus. Common Shares may also be issuable on conversion, exchange, exercise or maturity of certain Debt Securities or Warrants qualified for issuance under this Prospectus.

Holders of Common Shares are entitled to receive notice of, attend and vote at, all meetings of the shareholders of the Company (except with respect to matters requiring the vote of a specified class or series voting separately as a class or series) and are entitled to one vote for each Common Share on all matters to be voted on by shareholders at meetings of the Company's shareholders. Holders of Common Shares are entitled to receive such dividends, if, as and when declared by the Board, in their sole discretion. All dividends which the Board may declare shall be declared and paid in equal amounts per share on all Common Shares at the time outstanding. On liquidation, dissolution or winding up of the Company, the holders of Common Shares will be entitled to receive the property of the Company remaining after payment of all outstanding debts on a pro rata basis, but subject to the rights, privileges, restrictions and conditions of any other class of shares issued by the Company.

Debt Securities

The following sets forth certain general terms and provisions of the Debt Securities. The particular terms and provisions of a series of Debt Securities offered pursuant to an accompanying Prospectus Supplement, and the extent to which the general terms and provisions described below may apply to such Debt

Securities, will be described in the applicable Prospectus Supplement. One or more series of Debt Securities may be sold separately or together with Common Shares or Warrants under this Prospectus, or on conversion or exchange of any such Securities.

Priority

The Debt Securities will be senior or subordinated indebtedness of Empress as described in the relevant Prospectus Supplement. If the Debt Securities are senior indebtedness, they will rank equally and rateably with all other unsecured indebtedness of Empress, from time to time issued and outstanding, which is not subordinated.

If the Debt Securities are subordinated indebtedness, they will rank equally and rateably with all other subordinated Debt Securities from time to time issued and outstanding. In the event of the insolvency or winding-up of Empress, the subordinated Debt Securities will be subordinated and postponed in right of payment to the prior payment in full of all other liabilities and indebtedness of Empress, other than indebtedness that, by its terms, ranks equally with, or subordinate to, such subordinated Debt Securities.

The Debt Securities are Unsecured Obligations

The Debt Securities will be direct unsecured obligations of Empress.

Terms of the Debt Securities

In conformity with applicable laws of Canada, for all bonds and notes of companies that are publicly offered, the Debt Securities will be governed by a document called an “indenture”. There will be a separate indenture for the senior Debt Securities and the subordinated Debt Securities. An indenture is a contract between a financial institution, acting on your behalf as trustee of the Debt Securities offered, and us. The trustee has two main roles. First, subject to some limitations on the extent to which the trustee can act on your behalf, the trustee can enforce your rights against us if we default on our obligations under the indenture. Second, the trustee performs certain administrative duties for us. The aggregate principal amount of Debt Securities that may be issued under each indenture is unlimited. A copy of the form of each indenture to be entered into in connection with offerings of Debt Securities will be filed with the securities regulatory authorities in Canada when it is entered into. A copy of any indenture or supplement thereto entered into by us will be filed with securities regulatory authorities and will be available on our SEDAR profile at www.sedar.com.

This Prospectus does not qualify for issuance Debt Securities in respect of which the payment of principal and/or interest may be determined, in whole or in part, by reference to one or more underlying interests including, for example, an equity or debt security, a statistical measure of economic or financial performance including, but not limited to, any currency, consumer price or mortgage index, or the price or value of one or more commodities, indices or other items, or any other item or formula, or any combination or basket of the foregoing items. For greater certainty, this Prospectus may qualify for issuance Debt Securities in respect of which the payment of principal and/or interest may be determined, in whole or in part, by reference to published rates of a central banking authority or one or more financial institutions, such as a prime rate or bankers' acceptance rate, or to recognized market benchmark interest rates such as SOFR, SONIA or €STR.

Selected provisions of the Debt Securities and the indenture(s) under which such Debt Securities will be issued are summarized below. This summary is not complete. The statements made in this Prospectus relating to any indenture and Debt Securities to be issued thereunder are summaries of certain anticipated provisions thereof and are subject to, and are qualified in their entirety by reference to, all provisions of the applicable indenture.

The indentures will not limit the amount of Debt Securities that we may issue thereunder. We may issue Debt Securities from time to time under an indenture in one or more series by entering into supplemental indentures or by our Board or a duly authorized committee authorizing the issuance. The Debt Securities of a series need not be issued at the same time, bear interest at the same rate or mature on the same date.

The Prospectus Supplement for a particular series of Debt Securities will disclose the specific terms of such Debt Securities, including the price or prices at which the Debt Securities to be offered will be issued. The terms and provisions of any Debt Securities offered under a Prospectus Supplement may differ from the terms described below, and may not be subject to or contain any or all of such terms. Those terms may include some or all of the following:

- (a) the designation, aggregate principal amount and authorized denominations of such Debt Securities;
- (b) the indenture under which such Debt Securities will be issued and the trustee(s) thereunder;
- (c) the currency or currency units for which the Debt Securities may be purchased and the currency or currency unit in which the principal and any interest is payable (in either case, if other than Canadian dollars);
- (d) whether such Debt Securities are senior or subordinated and, if subordinated, the applicable subordination provisions of the Debt Securities;
- (e) the percentage of the principal amount at which such Debt Securities will be issued;
- (f) the date or dates on which such Debt Securities will mature;
- (g) the rate or rates per annum at which such Debt Securities will bear interest (if any), or the method of determination of such rates (if any);
- (h) the dates on which any such interest will be payable and the record dates for such payments;
- (i) any redemption term or terms under which such Debt Securities may be defeased;
- (j) whether such Debt Securities are to be issued in registered form, bearer form or in the form of temporary or permanent global securities and the basis of exchange, transfer and ownership thereof;
- (k) the place or places where principal, premium and interest will be payable;
- (l) the designation and terms of any other Securities with which the Debt Securities will be offered, if any, and the principal amount of Debt Securities that will be offered with each Security;
- (m) the securities exchange(s) on which such series of Debt Securities will be listed, if any;
- (n) any terms relating to the modification, amendment or waiver of any terms of such Debt Securities or the applicable indenture;
- (o) any change in the right of the trustee or the holders to declare the principal, premium and interest with respect to such series of Debt Securities to be due and payable;
- (p) governing law;
- (q) any limit upon the aggregate principal amount of the Debt Securities of such series that may be authenticated and delivered under the indenture;
- (r) if other than Empress or the trustee, the identity of each registrar and/or paying agent;

- (s) if the Debt Securities are issued as a Unit with another Security, the date on and after which the Debt Securities and other Security will be separately transferable;
- (t) if the Debt Securities are to be issued upon the exercise of Warrants, the time, manner and place for such Securities to be authenticated and delivered;
- (u) if the Debt Securities are to be convertible or exchangeable into other securities of Empress, the terms and procedures for the conversion or exchange of the Debt Securities into other securities; and
- (v) any other specific terms of the Debt Securities of such series, including any events of default or covenants.

Any convertible or exchangeable Debt Securities will be convertible or exchangeable only for other securities of Empress. In an offering of convertible, exchangeable or exercisable Securities, original purchasers will have a contractual right of rescission against Empress following the conversion, exchange or exercise of such Securities in the event that this Prospectus, the applicable Prospectus Supplement or any amendment thereto contains a misrepresentation. The contractual right of rescission will entitle such original purchasers to receive, upon surrender of the securities issued upon conversion, exchange or exercise of such Securities, the amount paid for such Securities, provided that (i) the conversion, exchange or exercise takes place within 180 days from the date of the purchase of such Securities under the applicable Prospectus Supplement and (ii) the right of rescission is exercised within 180 days from the date of the purchase of such Securities under the applicable Prospectus Supplement. This contractual right of rescission will be consistent with the statutory right of rescission described under section 131 of the *Securities Act* (British Columbia) and is in addition to any other right or remedy available to original purchasers under section 131 of the *Securities Act* (British Columbia) or otherwise by law. This right of rescission will not extend to any holders of convertible or exchangeable Debt Securities who acquire such convertible or exchangeable Debt Securities from an initial purchaser on the open market or otherwise.

Debt Securities, if issued in registered form, will be exchangeable for other Debt Securities of the same series and tenor, registered in the same name, for a like aggregate principal amount in authorized denominations and will be transferable at any time or from time to time at the corporate trust office of the relevant trustee. No charge will be made to the holder for any such exchange or transfer except for any tax or government charge incidental thereto.

Modifications

We may amend any indenture and the Debt Securities without the consent of the holders of the Debt Securities in certain circumstances including to cure any ambiguity, to cure, correct or supplement any defective or inconsistent provision, or in any other manner that will not materially and adversely affect the interests of holders of outstanding Debt Securities. A more detailed description of the amendment provisions will be included in the applicable Prospectus Supplement.

Warrants

The following sets forth certain general terms and provisions of the Warrants. We may issue Warrants for the purchase of Common Shares, Debt Securities or other securities of Empress. Warrants may be issued independently or together with Common Shares, Debt Securities or other Securities offered by any Prospectus Supplement and may be attached to, or separate from, any such offered Securities. Each series of Warrants will be issued under a warrant indenture or agreement between us and a warrant agent that we will name in the applicable Prospectus Supplement.

Terms of the Warrants

Each initial purchaser of Warrants that are exercisable within 180 days of the date of purchase will have a non-assignable contractual right of rescission following the issuance of any securities to such purchaser

upon the exercise of the Warrants if this Prospectus, the Prospectus Supplement under which the Warrants are offered, or any amendment hereto or thereto contains a misrepresentation, as such term is defined in the *Securities Act* (British Columbia). This contractual right of rescission will entitle such initial purchaser to receive the amount paid for the Warrants, including any additional amounts paid upon the exercise of such Warrants, upon surrender of the securities issued on the exercise thereof, provided that such remedy for rescission is exercised within 180 days from the date of the purchase of such Warrants under the applicable Prospectus Supplement. This right of rescission will not extend to any holders of Warrants who acquire such Warrants from an initial purchaser on the open market or otherwise.

The applicable Prospectus Supplement will include details of the warrant agreement(s) covering the Warrants being offered. The specific terms of the Warrants, and the extent to which the general terms described in this section apply to those Warrants, will be set forth in the applicable Prospectus Supplement. A copy of the agreement governing the Warrants will be filed by us with securities regulatory authorities after it has been entered into by us and will be available on our SEDAR profile at www.sedar.com.

Warrants will entitle the holder thereof to receive other Securities (typically Common Shares or Debt Securities) upon the exercise thereof and payment of the applicable exercise price. A Warrant is typically exercisable for a specific period of time at the end of which time it will expire and cease to be exercisable.

This section describes the general terms that will apply to any Warrants being offered. The terms and provisions of any Warrants offered under a Prospectus Supplement may differ from the terms described below, and may not be subject to or contain any or all of such terms. The particular terms of each issue of Warrants that will be described in the related Prospectus Supplement will include, where applicable:

- (a) the designation of the Warrants;
- (b) the aggregate number of Warrants offered and the offering price;
- (c) the designation, number and terms of the Common Shares, Debt Securities or other Securities purchasable upon exercise of the Warrants, and procedures that will result in the adjustment of those numbers;
- (d) the exercise price of the Warrants;
- (e) the dates or periods during which the Warrants are exercisable;
- (f) the designation and terms of any securities with which the Warrants are issued;
- (g) if the Warrants are issued as a Unit with another Security, the date on and after which the Warrants and the other Security will be separately transferable;
- (h) the currency or currency unit in which the exercise price is denominated;
- (i) whether such Warrants will be subject to redemption or call, and if so, the terms of such redemption or call provisions;
- (j) any minimum or maximum amount of Warrants that may be exercised at any one time;
- (k) whether such Warrants will be listed on any securities exchange;
- (l) whether the Warrants will be issued in fully registered or global form;
- (m) any terms, procedures and limitations relating to the transferability, exchange or exercise of the Warrants;

- (n) any rights, privileges, restrictions and conditions attaching to the Warrants;
- (o) the material income tax consequences of owning, holding and disposing of the Warrant;
and
- (p) any other specific terms.

Warrant certificates, if issued in registered form, will be exchangeable for new warrant certificates of different denominations at the office indicated in the Prospectus Supplement. No charge will be made to the holder for any such exchange or transfer except for any tax or government charge incidental thereto. Prior to the exercise of their Warrants, holders of Warrants will not have any of the rights of holders of the Securities subject to the Warrants.

Modifications

We may amend any agreement governing the Warrants and the Warrants themselves, without the consent of the holders of the Warrants in certain circumstances including to cure any ambiguity, to cure, correct or supplement any defective or inconsistent provision, or in any other manner that will not materially and adversely affect the interests of holders of outstanding Warrants. A more detailed description of the amendment provisions will be included in the applicable Prospectus Supplement.

Enforceability

The warrant agent will act solely as our agent. The warrant agent will not have any duty or responsibility if we default under any agreement governing the Warrants or the warrant certificates. A Warrant holder may, without the consent of the warrant agent, enforce, by appropriate legal action on its own behalf, the holder's right to exercise the holder's Warrants.

Units

The following sets forth certain general terms and provisions of the Units. We may issue Units comprised of only one or more of the other Securities described in this Prospectus in any combination. Each Unit will be issued so that the holder of the Unit is also the holder of each Security included in the Unit. Thus, the holder of a Unit will have the rights and obligations of a holder of each included Security. The unit agreement under which a Unit is issued may provide that the Securities included in the Unit may not be held or transferred separately, at any time or at any time before a specified date.

Terms of the Units

Any Prospectus Supplement for Units supplementing this Prospectus will contain the terms and other information with respect to the Units being offered thereby, including:

- (a) the designation and terms of the Units and of the Securities comprising the Units, including whether and under what circumstances those Securities may be held or transferred separately;
- (b) any provisions for the issuance, payment, settlement, transfer or exchange of the Units or of the Securities comprising the Units;
- (c) how, for income tax purposes, the purchase price paid for the Units is to be allocated among the component Securities;
- (d) the currency or currency units in which the Units may be purchased and the underlying Securities denominated;
- (e) the securities exchange(s) on which such Units will be listed, if any;

- (f) whether the Units and the underlying Securities will be issued in fully registered or global form; and
- (g) any other specific terms of the Units and the underlying Securities.

The preceding description and any description of Units in the applicable Prospectus Supplement does not purport to be complete and is subject to and is qualified in its entirety by reference to any agreement(s) governing the Units and, if applicable, collateral arrangements and depositary arrangements relating to such Units.

Modifications

We may amend any agreement governing the Units and the Units themselves, without the consent of the holders of the Units, in certain circumstances including to cure any ambiguity, to cure, correct or supplement any defective or inconsistent provision, or in any other manner that will not materially and adversely affect the interests of holders of outstanding Units. A more detailed description of the amendment provisions will be included in the applicable Prospectus Supplement.

PRIOR SALES

Prior sales will be provided as required in a Prospectus Supplement with respect to the issuance of Securities pursuant to such Prospectus Supplement.

TRADING PRICES AND VOLUMES

The Common Shares are currently listed on the TSXV under the trading symbol "EMPR". The trading prices and volumes of the Common Shares will be provided, as required, in each Prospectus Supplement.

PLAN OF DISTRIBUTION

The Company may sell the Securities to or through one or more underwriters or dealers, purchasing as principals for public offering and sale by them, and may also sell Securities to one or more other purchasers directly or through agents. Securities sold to the public pursuant to this Prospectus may be offered and sold exclusively in Canada. The Prospectus Supplement relating to an offering of Securities will indicate the jurisdiction or jurisdictions in which such offering is being made to the public and will identify the person(s) offering the Securities. Each Prospectus Supplement will set out the terms of the offering, including the name or names of any underwriters, dealers or agents, the purchase price or prices of the Securities (or the manner of determination thereof if offered on a non-fixed price basis), and the proceeds to us from the sale of the Securities. A Prospectus Supplement may provide that the Securities sold thereunder will be "flow-through" securities. Only underwriters, dealers or agents so named in the Prospectus Supplement are deemed to be underwriters, dealers or agents, as the case may be, in connection with the Securities offered thereby.

The Securities may be sold, from time to time in one or more transactions at a fixed price or prices which may be changed or at market prices prevailing at the time of sale, at prices related to such prevailing market prices or at negotiated prices. The prices at which the Securities may be offered may vary between purchasers and during the period of distribution. If, in connection with the offering of Securities at a fixed price or prices, the underwriters have made a bona fide effort to sell all of the Securities at the initial offering price fixed in the applicable Prospectus Supplement, the public offering price may be decreased and thereafter further changed, from time to time, to an amount not greater than the initial public offering price fixed in such Prospectus Supplement, in which case the compensation realized by the underwriters, dealers or agents will be decreased by the amount that the aggregate price paid by purchasers for the Securities is less than the gross proceeds paid by the underwriters, dealers or agents to us.

Underwriters, dealers or agents may make sales of Securities in privately negotiated transactions and/or any other method permitted by law, including sales deemed to be ATM Distributions, as defined in and

subject to limitations imposed by and the terms of any regulatory approvals required and obtained under, applicable Canadian securities laws, which includes sales made directly on an existing trading market for the Common Shares, or sales made to or through a market maker other than on an exchange. In connection with any offering of Securities, except with respect to ATM Distributions, underwriters may over-allot or effect transactions which stabilize or maintain the market price of the offered Securities at a level above that which might otherwise prevail in the open market. A purchaser who acquires any Securities forming part of the underwriters' over-allocation position acquires those securities under the applicable Prospectus Supplement, regardless of whether the over-allocation position is ultimately filled through the exercise of the over-allotment option or secondary market purchases. Such transactions may be commenced, interrupted or discontinued at any time. No underwriter or dealer involved in an ATM Distribution, as defined under applicable Canadian securities laws, no affiliate of such an underwriter or dealer and no person or company acting jointly or in concert with such an underwriter or dealer will over-allot Securities in connection with such distribution or effect any other transactions that are intended to stabilize or maintain the market price of the Securities. In the event that the Company determines to pursue an ATM Distribution in Canada, the Company shall apply for the applicable exemptive relief from the Canadian securities commissions.

If underwriters or dealers purchase Securities as principals, the Securities will be acquired by the underwriters or dealers for their own account and may be resold from time to time in one or more transactions, including negotiated transactions, at a fixed public offering price or at varying prices determined at the time of sale. The obligations of the underwriters or dealers to purchase those Securities will be subject to certain conditions precedent, and the underwriters or dealers will be obligated to purchase all the Securities offered by the Prospectus Supplement if any of such Securities are purchased. Any public offering price and any discounts or concessions allowed or re-allowed or paid may be changed from time to time.

The Securities may also be sold directly by us in accordance with applicable securities laws at prices and upon terms agreed to by the purchaser and us, or through agents designated by us, from time to time. Any agent involved in the offering and sale of Securities pursuant to a particular Prospectus Supplement will be named, and any commissions payable by us to that agent will be set forth in such Prospectus Supplement. Unless otherwise indicated in the Prospectus Supplement, any agent would be acting on a best efforts basis for the period of its appointment.

In connection with the sale of the Securities, underwriters, dealers or agents may receive compensation from us in the form of commissions, concessions and discounts. Any such commissions may be paid out of our general funds or the proceeds of the sale of Securities. Underwriters, dealers and agents who participate in the distribution of the Securities may be entitled under agreements to be entered into with us to indemnification by us against certain liabilities, including liabilities under Canadian securities legislation, or to contribution with respect to payments which such underwriters, dealers or agents may be required to make in respect thereof. Such underwriters, dealers and agents may engage in transactions with, or perform services for, us in the ordinary course of business.

Each issue by the Company of Debt Securities, Warrants and Units will be a new issue of securities with no established trading market. Unless otherwise specified in a Prospectus Supplement relating to an offering of Debt Securities, Warrants and Units, such Securities will not be listed on any securities or stock exchange. Any underwriters, dealers or agents to or through whom such Securities are sold may make a market in such Securities, but they will not be obligated to do so and may discontinue any market making at any time without notice. No assurance can be given that a trading market in any such Securities will develop or as to the liquidity of any trading market for such Securities.

In connection with any offering of Securities other than in an ATM Distribution, the applicable Prospectus Supplement will set forth any intention by the underwriters, dealers or agents to offer, allot or effect transactions which stabilize or maintain the market price of the Securities offered at a level above that which might otherwise prevail in the open market. Such transactions, if commenced, may be interrupted or discontinued at any time.

CERTAIN INCOME TAX CONSIDERATIONS

The applicable Prospectus Supplement will describe certain material Canadian federal income tax consequences to an investor of the acquisition, ownership and disposition of any Securities offered thereunder.

LEGAL MATTERS

Unless otherwise specified in a Prospectus Supplement relating to a specific offering of Securities, certain legal matters relating to the offering of Securities will be passed upon on our behalf by Stikeman Elliott LLP. As of the date hereof, partners and associates of Stikeman Elliott LLP own beneficially, directly or indirectly, less than 1% of any of our securities or any of our associates or affiliates. In addition, certain legal matters in connection with any offering of Securities will be passed upon for any underwriters or agents, as applicable, by counsel to be designated at the time of the offering.

EXEMPTION FROM NATIONAL INSTRUMENT 44-101

Pursuant to a decision of the Autorité des marchés financiers (“AMF”) dated March 2, 2023, the Company was granted exemptive relief from the requirement that this Prospectus as well as the documents incorporated by reference herein and any applicable Prospectus Supplement and the documents incorporated by reference therein to be filed in relation to an ATM Distribution be filed with the AMF in the French language. This exemptive relief is granted on the condition that this Prospectus, any applicable Prospectus Supplement and the documents incorporated by reference herein and therein be filed with the AMF in the French language if the Company offers securities to Québec purchasers in connection with an offering other than in relation to an ATM Distribution.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The independent auditors of the Company are Davidson & Company LLP, Chartered Professional Accountants. Davidson & Company LLP is independent with respect to the Company within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of British Columbia.

Computershare Investor Services Inc. is the transfer agent for the Common Shares.

INTERESTS OF EXPERTS

Richard Mazur, P.Geo, a Qualified Person as defined by NI 43-101, has read and approved all technical and scientific disclosure contained in this Prospectus. Mr. Mazur is a former Director and current consultant of the Company.

To the knowledge of Empress, Mr. Mazur holds 0.4% of the outstanding Shares of Empress as of the date hereof. Mr. Mazur has not and will not receive any direct or indirect interest in any securities of Empress as a result of the review and approval of the technical and scientific disclosure included in this Prospectus.

Mr. Uwe Engelmann, BSc (Zoo.& Bot.), BSc Hons (Geol.), Pr.Sci.Nat., MGSSA of Minxcon (Pty) Ltd., is a “qualified person” as defined in NI 43-101 and authored the Manica Technical Report. As of the date hereof Mr. Engelmann holds nil securities in the Company. Mr. Engelmann has not received any direct or indirect interest in the Company’s property and did not receive any direct or indirect interest in any of the Company’s securities or the securities of any associate or affiliate of the Company in connection with his preparation of the Manica Technical Report.

Mr. Jorge Hinostroza, BSc (Geology Engineering), MAusIMM (CP) of Gemin Associates S.A.C. (Peru) is the author of the Sierra Antapite Technical Report. As of the date hereof Mr. Hinostroza holds nil securities in the Company. Mr. Hinostroza has not received any direct or indirect interest in the Company’s property and did not receive any direct or indirect interest in any of the Company’s securities or the securities of any

associate or affiliate of the Company in connection with his preparation of the Sierra Antapite Technical Report.

PURCHASERS' STATUTORY AND CONTRACTUAL RIGHTS

Securities legislation in certain of the provinces and territories of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may only be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment, irrespective of the determination at a later date of the purchase price of the securities distributed. In several of the provinces and territories, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, revisions of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for the particulars of these rights or consult with a legal advisor.

However, purchasers of securities distributed under an ATM Distribution by the Company do not have the right to withdraw from an agreement to purchase the securities and do not have remedies of rescission or, in some jurisdictions, revisions of the price, or damages for non-delivery of the prospectus, prospectus supplement, and any amendment relating to securities purchased by such purchaser because the prospectus, prospectus supplement, and any amendment relating to the securities purchased by such purchaser will not be sent or delivered, as permitted under Part 9 of National Instrument 44-102 – *Shelf Distributions*. Any remedies under securities legislation that a purchaser of securities distributed under an ATM Distribution by the Company may have against the Company or its agents for rescission or, in some jurisdictions, revisions of the price, or damages if the prospectus, prospectus supplement, and any amendment relating to securities purchased by a purchaser contain a misrepresentation will remain unaffected by the non-delivery of the prospectus referred to above.

In an offering of convertible, exchangeable or exercisable Securities, original purchasers will have a contractual right of rescission against the Company following the conversion, exchange or exercise of such Securities in the event that this Prospectus, the applicable Prospectus Supplement or any amendment thereto contains a misrepresentation. The contractual right of rescission will entitle such original purchasers to receive, upon surrender of the securities issued upon conversion, exchange or exercise of such Securities, in addition to the amount paid on original purchase of such Securities, the amount paid upon conversion, exercise or exchange, provided that (i) the conversion, exchange or exercise takes place within 180 days from the date of the purchase of such Securities under the applicable Prospectus Supplement and (ii) the right of rescission is exercised within 180 days from the date of the purchase of such Securities under the applicable Prospectus Supplement. This contractual right of rescission will be consistent with the statutory right of rescission described under section 131 of the *Securities Act* (British Columbia) and is in addition to any other right or remedy available to original purchasers under Section 131 of the *Securities Act* (British Columbia) or otherwise by law.

Original purchasers of convertible, exchangeable or exercisable Securities are further cautioned that in an offering of convertible, exchangeable or exercisable Securities, the statutory right of action for damages for a misrepresentation contained in a prospectus is, under the securities legislation of certain provinces and territories, limited to the price at which the convertible, exchangeable or exercisable Security was offered to the public under the prospectus offering. Accordingly, any further payment made at the time of conversion, exchange or exercise of the security may not be recoverable in a statutory action for damages in such provinces and territories. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for the particulars of this right of action for damages or consult with a legal adviser.

CERTIFICATE OF THE COMPANY

Dated: June 9, 2023

This short form prospectus, together with the documents incorporated in this prospectus by reference, will, as of the date of the last supplement to this prospectus relating to the securities offered by this prospectus and the supplement(s), constitute full, true and plain disclosure of all material facts relating to the securities offered by this prospectus and the supplement(s) as required by the securities legislation of each of the provinces and territories of Canada.

EMPRESS ROYALTY CORP.

(signed) "Alexandra Woodyer Sherron"

Alexandra Woodyer Sherron, CEO

(signed) "Janet Meiklejohn"

Janet Meiklejohn, CFO

ON BEHALF OF THE BOARD OF DIRECTORS

(signed) "David Rhodes"

David Rhodes

(signed) "Paul Mainwaring"

Paul Mainwaring