

June 9, 2023

VIA SEDAR

British Columbia Securities Commission, As Principal Regulator
Attention: Executive Director

AND TO:

Alberta Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
The Manitoba Securities Commission
Ontario Securities Commission
Autorité des marchés financiers
The Financial and Consumer Services Commission (New Brunswick)
Nova Scotia Securities Commission
The Office of the Superintendent Securities (Prince Edward Island)
Office of the Superintendent of Securities (Newfoundland and Labrador)
Government of the Northwest Territories
Office of the Superintendent of Securities, Government of Yukon
Government of Nunavut, Department of Justice

Dear Sirs/Mesdames:

Re: Final Short Form Base Shelf Prospectus of Empress Royalty Corp . (the "Issuer")

We refer you to the final short form base shelf prospectus (the "Prospectus") of the Issuer dated June 9, 2023 relating to the qualification of common shares, warrants, debt securities, and units, or any combination thereof.

We consent to being named in the introductory section of the Prospectus and under the heading "*Legal Matters*" in the Prospectus.

We have read the Prospectus and have no reason to believe that there are any misrepresentations in the information contained in the Prospectus that are (i) derived from our legal opinions provided in the Prospectus, or (ii) within our knowledge as a result of the services performed by us in connection with such opinion.

This letter is delivered pursuant to the requirements of Section 4.2(a)(vii) of National Instrument 44-101 – *Short Form Prospectus Distributions*.

Yours truly,

(Signed) Stikeman Elliott LLP