

EMPRESS ROYALTY CORP.

Suite 3123, 595 Burrard Street
Vancouver, British Columbia
Canada V7X 1J1

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD JUNE 26, 2024

NOTICE IS HEREBY GIVEN that an Annual General and Special Meeting (the “**Meeting**”) of the shareholders of **EMPRESS ROYALTY CORP.** (the “**Company**”) will be held at Suite 3123 - 595 Burrard Street, Vancouver, British Columbia, V7X 1J1, Canada on June 26, 2024, at 2:00 p.m. (Pacific Time).

The Meeting is to be held for the following purposes:

1. **TO RECEIVE** the audited consolidated financial statements of the Company for the twelve (12) months ended December 31, 2023, together with the auditors report thereon;
2. **TO SET** the number of directors of the Company at six (6);
3. **TO ELECT** directors of the Company to hold office until the next annual meeting of Shareholders;
4. **TO APPOINT** Davidson & Company LLP, Chartered Professional Accountants, as auditors of the Company to hold office until the close of business of the next annual meeting of Shareholders and to authorize the directors of the Company to fix the auditors’ remuneration;
5. **TO AMEND** the Articles of the Company, as more specifically set out in the Information Circular (as hereinafter defined);
6. **TO CONSIDER** and, if deemed advisable, ratify, confirm, and approve the Company’s Stock Option Plan, as more specifically set out in the Information Circular; and
7. **TO TRANSACT** such further and other business as may properly come before the Meeting or any adjournment or adjournments thereof.

The accompanying management information circular dated May 22, 2024 (the “**Information Circular**”) provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. No other matters are contemplated, however, any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such further and other business as may properly come before the Meeting or any adjournment or postponement thereof.

The audited consolidated financial statements for the year ended December 31, 2023, including the report of the auditor thereon, and the related management’s discussion and analysis will be made available at the Meeting and are available under the Company’s profile on SEDAR+ at www.sedarplus.ca.

Registered Shareholders unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or

another suitable form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.

Non-registered Shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account, you are a non-registered Shareholder.

DATED at Vancouver, British Columbia as of this 22 day of May, 2024.

By order of the board of directors of EMPRESS ROYALTY CORP.

/s/ Alexandra Woodyer Sherron

Alexandra Woodyer Sherron
Chief Executive Officer and President