

EMERITA RESOURCES CORP. NOTICE OF ANNUAL AND SPECIAL MEETING OF COMMON SHAREHOLDERS

You are invited to the 2017 annual and special meeting (the “**Meeting**”) of the common shareholders of Emerita Resources Corp. (the “**Corporation**”).

When: Wednesday, May 31, 2017 at 11:00 a.m. (Toronto time)

Where: 65 Queen Street West, 8th Floor, Toronto, Ontario, M5H 2M5

The purpose of the Meeting is as follows:

1. **Financial Statements.** Receive and consider:
 - a. the audited financial statements as at and for the fiscal year ended September 30, 2016, together with the report of the auditor thereon; and
 - b. the unaudited condensed interim financial statements for the three-month period ended March 31, 2017.
2. **Auditor Appointment.** Appoint UHY McGovern Hurley LLP as auditors of the Corporation and authorize the directors to fix their remuneration.
3. **Stock Option Plan.** To consider and re-approve the Corporation’s rolling stock option plan.
4. **Elect Directors.** Consider and elect the directors for the ensuing year.
5. **Continuance.** To consider, and if thought fit, approve with or without variation, a special resolution authorizing and approving the continuance of the Corporation from the Province of British Columbia to the Province of Ontario under the *Business Corporations Act* (Ontario);
6. **Other Business.** Consider other business as may properly come before the Meeting or any postponement(s) or adjournment(s) thereof.

This notice is accompanied by a form of proxy, a management information circular (the “**Circular**”), the audited financial statements of the Corporation as at and for the fiscal year ended September 30, 2016 and related management’s discussion and analysis, and the unaudited condensed interim financial statements for the three month period ended March 31, 2017 and related management’s discussion and analysis.

You may vote your common shares by proxy if you are unable to attend the Meeting. Please review the enclosed Circular and date, sign and return the enclosed form of proxy to the Corporation’s transfer agent by 11:00 a.m. (Toronto time) on Monday, May 29, 2017.

The directors of the Corporation have fixed the close of business on April 24, 2017 as the record date, being the date for the determination of the registered holders entitled to notice and to vote at the Meeting and any adjournments(s) thereof.

DATED at Toronto, Ontario as of the 2nd day of May, 2017

BY ORDER OF THE BOARD OF DIRECTORS

(signed) *David Gower*

Chairman of the Board