

EMERITA RESOURCES CORP. NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

You are invited to the special meeting of shareholders of Emerita Resources Corp. (the “**Corporation**”).

When: Wednesday, December 19, 2018 at 10:00 a.m. (Toronto time)

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

The purpose of the Meeting is as follows:

1. **Consolidation.** Consider and approve the consolidation of the Corporation’s common shares on the basis of up to five existing common shares for each new common share; and
2. **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 and a management information circular (the “**Circular**”).

You may vote your 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 10:00 a.m. (Toronto time) on Monday, December 17, 2018.

The directors of the Corporation have fixed the close of business on November 19, 2018 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 postponement(s) or adjournments(s) thereof.

DATED at Toronto, Ontario as of the 21st day of November, 2018

BY ORDER OF THE BOARD OF DIRECTORS

(signed) “David Gower”

Chief Executive Officer