

**NOTICE DECLARING INTENTION  
TO BE QUALIFIED UNDER  
NATIONAL INSTRUMENT 44-101  
SHORT FORM PROSPECTUS DISTRIBUTIONS  
("NI 44-101")**

July 4, 2018

TO: Ontario Securities Commission (principal regulator)  
Alberta Securities Commission  
British Columbia Securities Commission

Emerita Resources Corp. (the "Issuer") intends to be qualified to file a short form prospectus under NI 44-101. The Issuer acknowledges that it must satisfy all applicable qualification criteria prior to filing a preliminary short form prospectus.

This notice does not evidence the Issuer's intent to file a short form prospectus, to enter into any particular financing or transaction or to become a reporting issuer in any jurisdiction.

This notice will remain in effect until withdrawn by the Issuer.

**Emerita Resources Corp.**

By: "Michael Timmins"

Michael Timmins  
Chief Executive Officer