

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Emerita Resources Corp. (“Emerita” or the “Company”)
65 Queen Street West
Suite 815
Toronto, ON M5H 2M5

Item 2 Date of Material Change

July 12, 2019

Item 3 News Releases

On July 12, 2019, a news release in respect of the material change was disseminated through the facilities of Globe Newswire and filed on SEDAR.

Item 4 Summary of Material Changes

Emerita has closed the second and final tranche (the “Second Tranche”) of its previously announced private placement of common shares (the “Offering”). The Company issued 1,445,000 common shares (the “Shares”) pursuant to the Second Tranche at a price of \$0.10 per Share for aggregate gross proceeds of \$144,500.

The proceeds of the Offering are expected to be used to finance exploration activities at the Company’s Plaza Norte Project in Spain, repayment of the Company’s existing debt and for general corporate purposes.

Item 5 Full Description of Material Changes

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Industrial Alliance Securities Inc. (the “Agent”) acted as sole bookrunner and agent and offered the Shares for sale on a “best efforts” private placement basis. As consideration for its services provided in connection with the Second Tranche, the Company has (i) paid the Agent a cash commission of \$10,635, and (ii) issued the Agent 106,350 broker options (the “Broker Options”). Each Broker Option is exercisable at a price of \$0.10 per Broker Option into one Share for a period of 24 months following the date of issuance.

All of the securities issued by the Company pursuant to the Second Tranche will be subject to a four month statutory hold period which expires on November 13, 2019.

Lawrence Guy, Director of the Company, subscribed for 45,000 Shares and is considered a “related party” within the meaning of Multilateral Instrument 61-101 (“MI 61-101”).

The sale of Shares to the related party constituted a “related party transaction” within the meaning MI 61-101. The Company relied on the exemptions from the valuation and minority shareholder approval requirements contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101, as the fair market value of the participation in the Offering by the related party did not exceed 25% of the market capitalization of the Company, as determined in accordance with MI 61-101.

The Board of Directors of the Company determined that the entering into of the Offering was in the Company’s best interests and unanimously approved the transaction. No special committee was established in connection with the transaction, and no materially contrary view or abstention was expressed or made by any director.

The Company did not file a material change report more than 21 days before the closing of the Second Tranche as the details of the abovementioned related party’s participation was not settled until shortly prior to the closing of the Second Tranche, and the Company wished to close the Second Tranche on an expedited basis.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

David Gower
Chief Executive Officer
Tel: (416) 861-5902

Item 9 Date of Report

July 18, 2019

Cautionary Note Regarding Forward-looking Information

This Material Change Report contains “forward-looking information” within the meaning of applicable Canadian securities legislation. Forward-looking information includes, without limitation, statements regarding the Offer, the use of proceeds of the Offering, the Company’s ability to complete the Second Tranche and the Company’s future plans. Generally, forward-looking information can be identified by the use of forward-looking terminology such as “plans”, “expects” or “does not expect”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases or state that certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “occur” or “be achieved”. Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of Emerita, as the case may be, to be materially different from those expressed or implied by such forward-looking information, including but not limited to: general business, economic, competitive, geopolitical and social uncertainties; the actual results of current exploration activities; risks associated with operation in foreign jurisdictions; ability to successfully integrate the purchased properties; foreign operations risks; and other risks inherent in the mining industry. Although Emerita has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. Emerita does not undertake to update any forward-looking information, except in accordance with applicable securities laws.