

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

December 11, 2020

Item 3 News Releases

On December 11, 2020, 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 a private placement of units of the Company (the “Units”) pursuant to which the Company issued 36,964,285 units (the “Units”) at a price of \$0.14 per Unit (the “Offering Price”) for aggregate gross proceeds of \$5,175,000 (the “Offering”), including the full exercise of the over-allotment option.

Each Unit is comprised of one common share of the Company (a “Common Share”) and one-half of one Common Share purchase warrant (each whole warrant, a “Warrant”). Each Warrant is exercisable to acquire one Common Share (a “Warrant Share”) at a price of \$0.16 per Warrant Share for a period of 24 months from the closing of the Offering, subject to acceleration as described below.

The Company intends to use the net proceeds from the Offering to diamond drill its Iberian Belt West Project in Spain and for working capital and general corporate purposes.

Item 5 Full Description of Material Changes

Emerita has closed the Offering and issued 36,964,285 Units at a price of \$0.14 per Unit for aggregate gross proceeds of \$5,175,000, including a full exercise of the over-allotment option. The Offering was led by Mackie Research Capital Corporation, as co-lead agent and sole bookrunner, along with Clarus Securities Inc. as co-lead agent, and including Industrial Alliance Securities Inc. (collectively, the “Agents”).

Each Unit is comprised of one Common Share and one-half of one Warrant. Each Warrant is exercisable to acquire one Warrant Share at a price of \$0.16 per Warrant Share for a period of 24 months from the closing of the Offering, subject to acceleration as described below.

Provided that if, at any time prior to the expiry date of the Warrants, the closing price of the Common Shares on the TSX Venture Exchange (the “Exchange”), or other principal exchange on which the Common Shares are listed, is greater than \$0.25 for 20 consecutive trading days, the Company may, within 15 days of the occurrence of such event, deliver a notice to the holders of Warrants accelerating the expiry date of the Warrants to the date that is 30 days following the date of such notice (the “Accelerated Exercise

Period”). Any unexercised Warrants shall automatically expire at the end of the Accelerated Exercise Period.

The Company intends to use the net proceeds from the Offering to diamond drill its Iberian Belt West Project in Spain and for working capital and general corporate purposes.

In connection with the Offering, the Agents received an aggregate cash fee equal to 8.0% of the gross proceeds from the Offering. In addition, the Company issued to the Agents 2,957,142 non-transferable compensation options (the “**Compensation Options**”). Each Compensation Option will entitle the holder thereof to purchase one Common Share at an exercise price equal to \$0.16 for a period of 24 months following the closing of the Offering.

The securities issued pursuant to the Offering will be subject to a four-month and one day hold period which expires April 12, 2021.

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

December 14, 2020

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.