

MATERIAL CHANGE REPORT

Item 1 — Name and Address of Company

Emerita Resources Corp. (the “Company”)
36 Lombard Street – 4th Floor
Toronto, ON M5C 2X3

Item 2 — Date of Material Change

June 16, 2023

Item 3 — News Release

A news release disclosing the material change was issued by the Company through the services of GlobeNewswire on June 16, 2023 and subsequently filed on the Company’s SEDAR profile at www.sedar.com.

Item 4 — Summary of Material Change

On June 16, 2023, the Company completed a non-brokered private placement offering of units of the Company pursuant to which the Company issued 7,500,000 units at a price of \$0.40 per unit for aggregate gross proceeds of \$3,000,000.

Item 5 — Full Description of Material Change

5.1 — Full Description of Material Change

On June 16, 2023, the Company announced that, further to its news release of June 5, 2023, it has closed the non-brokered private placement of 7,500,000 units of the Company (the “Units”) at a price of \$0.40 per Unit for aggregate gross proceeds of \$3,000,000 (the “Offering”). Each Unit is comprised of one common share in the capital of the Company (each, a “Common Share”) and one-half of one Common Share purchase warrant of (each whole warrant, a “Unit Warrant”). Each Unit Warrant entitles the holder to purchase one Common Share at an exercise price of \$0.60 per Common Share for a period of 36 months following the date hereof. Securities issued under the Offering will carry a statutory hold period of 4 months and one day from the date of issue.

The Company plans to use the net proceeds of the Offering to continue the exploration and development work on its Spanish base metals properties as well as general corporate working capital purposes. In connection with the Offering, the Company paid cash finder’s fees of \$24,600 to eligible finders. The Offering remains subject to final approval of the TSX Venture Exchange.

David Gower – *Chief Executive Officer and Director*, Greg Duras – *Chief Financial Officer*, Joaquin Merino – *President and Director*, Ian Parkinson – *Executive Vice President, Corporate Development & Capital Markets*, Damian Lopez – *Corporate Secretary*, Lawrence Guy – *Director*, Catherine Stretch – *Director*, and Michael Jones – *Director* (collectively, the “Participating Insiders”) participated in the Offering and acquired an aggregate of 2,650,000 Units under the Offering. The participation of the Participating Insiders in the Offering constituted a “related party transaction”, as such term is defined in Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“MI 61-101”). The Company has determined that it is able to rely on exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101, available to the Company under Section 5.5(b) and 5.7(1)(a), respectively, in each case on the basis that the fair market value of the Participating Insiders’ participation in the Offering does not exceed 25% of the market capitalization of the Company, as determined in accordance with MI 61-101.

The terms of the Offering were reviewed and approved by the board, a majority of whom are independent for purposes of applicable Canadian securities laws, with such directors who are Participating Insiders abstaining from the votes in respect thereof.

The purpose and business reasons for the Offering is to raise sufficient capital to continue the exploration and development work on the Company's Spanish base metals properties and assist with general corporate working capital purposes. The anticipated effect of the Offering on the Company's business and affairs is that the Company will secure funds to be used for the aforementioned purposes.

Prior to the completion of the Offering, Mr. Gower held, directly or indirectly, 2,514,405 Common Shares, 3,225,000 stock options in the Company (each, and "**Option**"), and 50,000 Common Share purchase warrants of the company (each, a "**Warrant**"). Following the completion of the Offering, Mr. Gower now holds an aggregate of 2,764,405 Common Shares, representing approximately 1.18% of the issued and outstanding Common Shares on an undiluted basis, and an additional 125,000 Unit Warrants. In the event Mr. Gower exercises all convertible securities of the Company held by Mr. Gower, he would hold an aggregate of 6,164,405 Common Shares, or approximately 2.59% of the issued and outstanding Common Shares, on a partially diluted basis.

Prior to the completion of the Offering, Mr. Duras held, directly or indirectly, 500,000 Common Shares, 1,215,000 Options, and 250,000 Warrants. Following the completion of the Offering, Mr. Duras now holds an aggregate of 750,000 Common Shares, representing approximately 0.32% of the issued and outstanding Common Shares on an undiluted basis, and an additional 125,000 Unit Warrants. In the event Mr. Duras exercises all convertible securities of the Company held by Mr. Duras, he would hold an aggregate of 2,340,000 Common Shares, or approximately 0.99% of the issued and outstanding Common Shares, on a partially diluted basis.

Prior to the completion of the Offering, Mr. Merino held, directly or indirectly, 2,027,050 Common Shares, 1,775,000 Options, and 50,000 Warrants. Following the completion of the Offering, Mr. Merino now holds an aggregate of 2,089,550 Common Shares, representing approximately 0.89% of the issued and outstanding Common Shares on an undiluted basis, and an additional 31,250 Unit Warrants. In the event Mr. Merino exercises all convertible securities of the Company held by Mr. Merino, he would hold an aggregate of 3,945,800 Common Shares, or approximately 1.67% of the issued and outstanding Common Shares, on a partially diluted basis.

Prior to the completion of the Offering, Mr. Parkinson held, directly or indirectly, 350,000 Options. Following the completion of the Offering, Mr. Parkinson now holds an aggregate of 250,000 Common Shares, representing approximately 0.11% of the issued and outstanding Common Shares on an undiluted basis, and 125,000 Unit Warrants. In the event Mr. Parkinson exercises all convertible securities of the Company held by Mr. Parkinson, he would hold an aggregate of 725,000 Common Shares, or approximately 0.31% of the issued and outstanding Common Shares, on a partially diluted basis.

Prior to the completion of the Offering, Mr. Lopez held, directly or indirectly, 1,090,952 Common Shares and 1,575,000 Options. Following the completion of the Offering, Mr. Lopez now holds an aggregate of 1,278,452 Common Shares, representing approximately 0.54% of the issued and outstanding Common Shares on an undiluted basis, and 93,750 Unit Warrants. In the event Mr. Lopez exercises all convertible securities of the Company held by Mr. Lopez, he would hold an aggregate of 2,947,202 Common Shares, or approximately 1.25% of the issued and outstanding Common Shares, on a partially diluted basis.

Prior to the completion of the Offering, Mr. Guy held, directly or indirectly, 2,823,838 Common Shares and 2,625,000 Options. Following the completion of the Offering, Mr. Guy now holds an aggregate of 4,323,838 Common Shares, representing approximately 1.84% of the issued and outstanding Common Shares on an undiluted basis, and 750,000 Unit Warrants. In the event Mr. Guy exercises all convertible securities of the Company held by Mr. Guy, he would hold an aggregate of 7,698,838 Common Shares, or approximately 3.23% of the issued and outstanding Common Shares, on a partially diluted basis.

Prior to the completion of the Offering, Mr. Duras held, directly or indirectly, 500,000 Common Shares, 1,215,000 Options, and 250,000 Warrants. Following the completion of the Offering, Mr. Duras now holds an aggregate of 750,000 Common Shares, representing approximately 0.32% of the issued and outstanding Common Shares on an undiluted basis, and an additional 125,000 Units Warrants. In the event Mr. Duras exercises all convertible

securities of the Company held by Mr. Duras, he would hold an aggregate of 2,340,000 Common Shares, or approximately 0.99% of the issued and outstanding Common Shares, on a partially diluted basis.

Prior to the completion of the Offering, Ms. Stretch held, directly or indirectly, 1,497,682 Common Shares, 1,575,000 Options, and 3,400 Warrants. Following the completion of the Offering, Ms. Stretch now holds an aggregate of 1,597,682 Common Shares, representing approximately 0.68% of the issued and outstanding Common Shares on an undiluted basis, and an additional 50,000 Unit Warrants. In the event Ms. Stretch exercises all convertible securities of the Company held by Ms. Stretch, she would hold an aggregate of 3,226,082 Common Shares, or approximately 1.36% of the issued and outstanding Common Shares, on a partially diluted basis.

Prior to the completion of the Offering, Mr. Jones held, directly or indirectly, 1,225,000 Options. Following the completion of the Offering, Mr. Jones now holds an aggregate of 50,000 Common Shares, representing approximately 0.02% of the issued and outstanding Common Shares on an undiluted basis, and 25,000 Unit Warrants. In the event Mr. Jones exercises all convertible securities of the Company held by Mr. Jones, he would hold an aggregate of 1,300,000 Common Shares, or approximately 0.55% of the issued and outstanding Common Shares, on a partially diluted basis.

After reasonable enquiry, the Company is not aware of any “prior valuations” (as defined in MI 61-101) that have been made in the 24 months prior to the date hereof and that relate to the subject matter of, or is otherwise relevant to the participation of the Participating Insiders in, the Offering.

This material change report was not filed less than 21 days before the closing of the Offering. In the view of the company, this was reasonable in the circumstances due to the fact that there was insufficient time between the subscriptions of the Participating Insiders and the closing of the Offering for the Company to file a material change report respecting the Offering not less than 21 days before the closing of the Offering, and the Company wanted to closing the Offering as expeditiously as possible for sound business reasons.

The securities issued pursuant to the Offering have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”), or any U.S. state security laws, and may not be offered or sold in the United States without registration under the U.S. Securities Act and all applicable state securities laws or compliance with requirements of an applicable exemption therefrom. This press release shall not constitute an offer to sell or the solicitation of an offer to buy securities in the United States, nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

5.2 — Disclosure for Restructuring Transactions

Not applicable.

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 Grower
Chief Executive Officer
(416) 861-5902

Item 9 — Date of Report

June 21, 2023