EMERITA RESOURCES CORP.
NOTICE OF ANNUAL AND SPECIAL MEETING OF COMMON SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (the "**Meeting**") of the holders the common shares (the **Shareholders**") of Emerita Resources Corp. ("**Emerita**" or the "**Corporation**") will be held virtually on Friday, May 7, 2021 at 12:00 p.m. (Toronto time) by way of a live webcast and teleconference accessible by the following particulars.

Webcast	**https://millerthomson.webex.com/millerthomson/j.php?MTID=m10e4beb276c37d19cd324518454b2a0d**
	Meeting Number: 160 784 7191
	Password: MilTom2021
Teleconference	**Dial-In: +1-416-915-6528**
	Conference ID: 160 784 7191

The purpose of the Meeting is as follows:

1. ***Financial Statements.*** Receive and consider:

    a. the audited financial statements as at and for the fiscal year ended September 30, 2020, together with the report of the auditor thereon; and

    b. the unaudited condensed interim financial statements for the three months ended December 30, 2020.

2. ***Auditor Appointment.*** Appoint McGovern Hurley LLP as auditors of the Corporation and authorize the directors to fix their remuneration.

3. ***Stock Option Plan.*** To consider and re-approve the Corporation's rolling stock option plan.

4. ***Elect Directors.*** Consider and elect the directors for the ensuing year.

5. ***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, a management information circular (the "**Circular**"), the audited financial statements of the Corporation as at and for the fiscal year ended September 30, 2020 and related management's discussion and analysis, and the unaudited condensed interim financial statements for the three months ended December 30, 2020 and related management's discussion and analysis.

You may vote your common 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 12:00 p.m. (Toronto time) on May 5, 2021.

The directors of the Corporation have fixed the close of business on March 22, 2021 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 adjournments(s) thereof.

In light of the continuing coronavirus (COVID-19) outbreak and in order to protect the health and safety of our Shareholders and the broader community, the Corporation will be holding the Meeting virtually via a live webcast and teleconference. Registered Shareholders and formally appointed proxyholders who wish to vote at the Meeting must complete the Request for Voting Number Form attached to the Circular as Schedule "C" and return to TSX Trust at

TSXTRUSTPROXYVOTING@TMX.COM 10 days prior to the Meeting, upon which they will receive a voting number which will enable them to vote at the Meeting. All other Shareholders (including beneficial Shareholders that hold Emerita common shares through a broker or other intermediary) are encouraged to vote by proxy in accordance with the Corporation's usual procedures in advance of the Meeting to the greatest extent possible. To the extent that a Shareholder cannot vote by proxy and wishes to vote directly at the Meeting, they should advise TSX Trust in writing and the Corporation and TSX Trust will endeavor to accommodate such request.

DATED at Toronto, Ontario as of the 9th day of April, 2021.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) *"David Gower"*

Chief Executive Officer