

EMP METALS CORP.

#204 – 998 Harbourside Drive
North Vancouver, BC V7P 3T2
Phone: (604) 689-7422

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TO BE HELD ON AUGUST 31, 2022

AND

INFORMATION CIRCULAR

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Phone: (604) 689-7422

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “Meeting”) of EMP Metals Corp. (the “Company”) will be held via telephone conference on Wednesday, August 31, 2022, at 11:00 a.m. (Vancouver time) for the following purposes:

1. To set the number of directors of the Company for the ensuing year at three (3) persons.
2. To elect Robin Gamley, Peter Pollard and Gregory Bronson as directors of the Company for the ensuing year.
3. To appoint Baker Tilly WM LLP as the auditors of the Company until the next annual general meeting of the Company and to authorize the directors of the Company to fix the remuneration to be paid to the auditors.
4. To consider and if deemed appropriate, to pass, with or without variation, an ordinary resolution approving, ratifying and confirming the Company’s rolling 10% stock option plan as more particularly described in the accompanying Information Circular.
5. To receive the audited financial statements of the Company for the financial year ended April 30, 2022, and the accompanying report of the auditors.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting.

The Company’s Board of Directors has fixed July 11, 2022 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

The Company is conducting the Meeting in a teleconference format. The conference call details are set forth in the accompanying Information Circular. If a registered shareholder does not attend the Meeting by way of telephone conference and wishes to vote at the Meeting, a registered shareholder will need to complete, date and sign the accompanying form of proxy and deposit it with the Company’s transfer agent, Endeavor Trust Corporation., 702 - 777 Hornby Street, Vancouver, BC V6Z 1S4 by mail or fax, no later than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or adjournment thereof.

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other self-administered savings or investment plan registered under the Income Tax Act (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (the “Intermediary”), please complete and return the materials in accordance with the instructions provided to you by your intermediary.

DATED at Vancouver, British Columbia, this 27th day of July, 2022.

ON BEHALF OF THE BOARD

EMP METALS CORP.

“Robin Gamley”

Robin Gamley
Chief Executive Officer and Director