

**EMP METALS CORP.**  
#208A – 980 West 1st Street  
North Vancouver, BC V7P 3N4  
Phone: (604) 689-7422

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**TO BE HELD ON OCTOBER 24, 2023**

**TO THE SHAREHOLDERS:**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (the “Meeting”) of the shareholders (the “Shareholders”) of EMP Metals Corp. (the “Company”) will be held via telephone conference on Tuesday, October 24, 2023, at 3:00 p.m. (Vancouver time) for the following purposes:

1. to receive the audited financial statements of the Company for the financial year ended April 30, 2023, and the accompanying report of the auditors;
2. to set the number of directors of the Company for the ensuing year at three (3) persons;
3. to elect Robin Gamley, Peter Pollard and Gregory Bronson as directors of the Company for the ensuing year;
4. to appoint Baker Tilly WM LLP as the auditors of the Company until the next annual general meeting of the Shareholders and to authorize the directors of the Company to fix the remuneration to be paid to the auditors; and
5. 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 Management Information Circular (the “Information Circular”).

The 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 Annual General Meeting of Shareholders.

The Company’s board of directors has fixed September 14, 2023 as the record date for the determination of the 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 Information Circular.

The Company is conducting the Meeting in a telephone conference format. Instructions for obtaining the conference call details are set forth in the Information Circular.

If a registered Shareholder does not attend the Meeting via 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, please complete and return the materials in accordance with the instructions set forth in the Information Circular.

DATED at Vancouver, British Columbia, this 19th day of September 2023.

**ON BEHALF OF THE BOARD**

EMP METALS CORP.

*“Robin Gamley”*

Robin Gamley  
Chief Executive Officer, President and Director