

**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 DECEMBER 4, 2024**

**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 video conference on Wednesday, December 4, 2024 at 9:00 a.m. (Vancouver, British Columbia time) for the following purposes:

1. to receive the audited financial statements of the Company for the financial year ended April 30, 2024, and the accompanying report of the auditors;
2. to set the number of directors of the Company for the ensuing year at five (5) persons;
3. to elect Karl Kottmeier, Robin Gamley, Gregory Bronson, Craig Foggo and Bryden Wright 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 of disinterested Shareholders authorizing and approving the creation of Tembo Capital Holdings UK Ltd as a “Control Person” of the Company, as required pursuant to the policies of the Canadian Securities Exchange, as more particularly described in 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 October 28, 2024 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 via live video conference only. Persons wishing to attend the Meeting will be required to pre-register for the Meeting at the link set forth below. Once you have pre-registered for the Meeting, you will receive an email providing access details for the Meeting. Pre-registration is being required to ensure that only eligible Shareholders and proxyholders are permitted to vote, and to ensure the proper counting of those votes.

Pre-registration link:

<https://us02web.zoom.us/meeting/register/tZMvd-qvpz8jE9fTUQc7kZADA0SrTxg5Yhcl>

The Meeting will be held via the Zoom meeting platform. In order to access the Meeting, Shareholders will have two (2) options being: via teleconference or through the Zoom application, which requires internet connectivity. If a registered Shareholder does not attend the Meeting by teleconference or through the Zoom application 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 30th day of October 2024.

**ON BEHALF OF THE BOARD**

EMP METALS CORP.

*“Karl Kottmeier”*

Karl Kottmeier  
Chief Executive Officer and Director