



NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the “Meeting”) of the Shareholders of **EMPRESS ROYALTY CORP.** (“Empress Royalty” or the “Corporation”) will be held on September 28, 2022 at 9:00 a.m. (PDT) at the offices of the Corporation’s legal counsel, Stikeman Elliott LLP, located at 1700 – 666 Burrard Street, Vancouver, B.C. V6C 2X8, Canada, for the following purposes:

- **TO RECEIVE** the audited consolidated financial statements of the Corporation for the fifteen (15) months ended December 31, 2021 together with the auditors report thereon;
- **TO ELECT** directors of the Corporation to hold office until the next annual meeting of Shareholders;
- **TO APPOINT** Davidson & Company LLP, Chartered Professional Accountants, as auditors of the Corporation to hold office until the close of business of the next annual meeting of Shareholders and to authorize the directors of the Corporation to fix the auditors’ remuneration;
- **TO CONSIDER** and, if deemed advisable, ratify, confirm, and approve the Corporation’s 2022 Option Plan, as more specifically set out in the Management Information Circular;
- **TO CONSIDER** and, if deemed advisable, ratify, confirm, and approve the Corporation’s Equity Incentive Plan, as more specifically set out in the Management Information Circular; and
- **TO TRANSACT** such further and other business as may properly come before the Meeting or any adjournment or adjournments thereof.

The accompanying Management Information Circular provides information relating to the matters to be addressed at the Meeting under “Business of the Meeting” and is incorporated into this notice of meeting.

The Board of Directors of the Corporation has fixed the close of business on August 24, 2022 as the record date for the purpose of determining Shareholders entitled to receive notice of and vote at the Meeting.

Each common share of the Corporation will entitle the holder to one vote at the Meeting.

Except as otherwise stated, each resolution must be approved by a majority of the votes cast by the Shareholders present in person or by proxy at the Meeting.

Shareholders are entitled to vote at the Meeting either in person or by proxy. Those who are unable to attend the Meeting are encouraged to read, complete, sign, date and mail the enclosed form of proxy in accordance with the instructions set out in the proxy and in the Management Information Circular accompanying this Notice. Amid ongoing concerns regarding the COVID-19 outbreak, Empress Royalty remains mindful of the well-being of its shareholders and their families, its industry partners and other stakeholders as well as the communities in which the Corporation operates. Accordingly, Shareholders are encouraged not to attend the Meeting in person. Both registered shareholders and beneficial shareholders must vote by September 26, 2022 to have their votes included. The Management Information Circular is available on the Corporation's profile on SEDAR at www.sedar.com as of August 24, 2022 and on the Corporation's web site at www.empressroyalty.com.

DATED at Vancouver, British Columbia, this 24th day of August 2022.

BY ORDER OF THE BOARD

"Alexandra Woodyer Sherron"

Alexandra Woodyer Sherron,
Chief Executive Officer and President