



10545 - 45 Avenue NW
250 Southridge, Suite 300
Edmonton, AB CANADA T6H 4M9

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

TAKE NOTICE that the Annual General and Special Meeting of the Shareholders of **Emperor Metals Inc.** (hereinafter called the “**Company**”) will be held 250 Southridge NW, Suite 300, Edmonton, Alberta, on Wednesday, August 6, 2025 at 10:00 a.m. (MT) (the “**Meeting**”) for the following purposes:

1. to receive the Report of the Directors;
2. to receive the financial statements of the Company for its fiscal years ended January 31, 2024 and 2025, and the reports of Auditors thereon;
3. to appoint Auditors for the ensuing year and to authorize the Directors to fix their remuneration;
4. to determine the number of directors and to elect directors;
5. to consider and, if thought fit, approve a special resolution to alter the Articles of the Company to a new form of Articles as more particularly described in the information circular dated June 27, 2025 (the “**Information Circular**”);
6. to ratify the Company’s stock option plan, as more particularly described in the Information Circular; and
7. to transact such other business as may properly come before the Meeting.

Accompanying this Notice are the Information Circular and Form of Proxy.

A shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxyholder to attend and vote in his stead. If you are unable to attend the Meeting, or any adjournment thereof in person, please read the Notes accompanying the Form of Proxy enclosed herewith and then complete and return the Proxy within the time set out in the Notes. The enclosed Form of Proxy is solicited by Management but, as set out in the Notes, you may amend it if you so desire by striking out the names listed therein and inserting in the space provided the name of the person you wish to represent you at the Meeting.

DATED this 27th day of June, 2025.

BY THE ORDER OF THE BOARD OF DIRECTORS OF
EMPEROR METALS INC.

“John C. Florek”

John C. Florek, Chief Executive Officer