

**FORM 51-102F3**

**MATERIAL CHANGE REPORT  
UNDER SUBSECTION 7.1 (1) OF NATIONAL INSTRUMENT 51-102**

**Item 1. Reporting Issuer**

Empire Rock Minerals Inc. (the “Issuer”)  
702 – 889 West Pender Street  
Vancouver, BC V6C 3B2

**Item 2. Date of Material Change**

May 26, 2016

**Item 3. News Release**

News Release dated May 26, 2016 and disseminated to Canada Stockwatch, Market News, Marketwired, British Columbia Securities Commission and Alberta Securities Commission.

Place of Issuance: Vancouver, British Columbia.

**Item 4. Summary of Material Change**

The Issuer has agreed to acquire a key mineral permit centered within the Issuer’s Fox Creek Lithium Project covering the lithium and potassium enriched Beaverhill Lake Brine in Alberta, Canada.

**Item 5. Full Description of Material Change**

The Issuer has agreed to acquire a key mineral permit centered within the Issuer’s Fox Creek Lithium Project covering the lithium and potassium enriched Beaverhill Lake Brine in Alberta, Canada.

The permit, which the Issuer has named the “Well Permit”, is a 6,912 hectare (17,080 acre) metallic and industrial mineral permit which allows the Issuer to potentially recover lithium, potassium, boron, bromine and other important elements from brines underlying the permit area.

The Well Permit’s strategic location within the boundaries of, and contiguous to, the Issuer’s Fox Creek Lithium Project and previous development make it a very important acquisition. More than \$175,000 in development expenditures have been incurred associated with the exploration, development and potential future production of lithium carbonate from brines produced from existing petroleum

production wells in the Well Permit area. More than 100 existing wells, with numerous pipelines, petroleum production batteries and the Kabob South petroleum processing plant are located within the boundaries of the Well Permit.

The Issuer's acquisition of the Well Permit will essentially complete the Issuer's coverage of the entire Beaverhill Lake Brine aquifer system, which is hosted within the Devonian-aged Beaverhill Lake carbonate reef complex. The saline formation waters ("Brine") of the Beaverhill Lake Brine aquifer system are currently being recovered with the commercial production of petroleum products, mostly gas and condensate, from producing wells at Fox Creek where lithium and potassium enriched brine is treated to separate and extract petroleum products then injected back into subsurface formations as a product.-

Historical government and industry formation water sampling underlying the newly acquired Well Permit have yielded some of the highest modern recorded concentrations of lithium and other elements of interest in Alberta and the Fox Creek area. Recently, sampling of waters from oil and gas wells on the Well Permit have yielded samples with greater than 75 ppm up to 112 ppm lithium from nine separate wells over an area of more than 200 square kilometers. Samples documented from within the Well Permit's boundary also yielded up to 5,610 ppm potassium, 223 ppm boron and 412 ppm bromine.

The Issuer can acquire a 100% interest in the Well Permit by paying \$20,000 and issuing a total of 100,000 common shares in two tranches over one year to Polaris Capital Ltd., a private Alberta corporation. Polaris retains a 2.0% royalty on the Well Permit. The option agreement is subject to acceptance for filing by the TSX Venture Exchange.

The Issuer has previously announced its agreement to acquire a 70% interest in the surrounding Fox Creek Lithium Project in the Fox Creek area of Alberta. Closing of this acquisition is anticipated shortly. With the acquisitions of the Well Permit and the Fox Creek Lithium Project, the Issuer has assembled the rights to extract lithium, potassium, boron, bromine and other important elements from more than 895,000 contiguous acres (362,000 hectares) covering numerous producing oil and gas fields.

The Issuer is optimistic about the acquisition of this lithium project in Alberta, a very prolific province. Infrastructure is excellent, the Government supportive, the tax structure beneficial for all, and there is a wealth of tremendously knowledgeable and experienced work force and consultants already in place.

The Issuer believes these lithium-enriched brines produced as a byproduct by existing wells within oil and gas fields within the Beaverhill Lake Brine constitute an important and significant commercial opportunity for the production of lithium carbonate and other desired elements with the application of new and innovative technology. The Issuer intends to fully investigate the dynamics of commercial

production of lithium carbonate and other desirable elements at Fox Creek, including further metallurgical extraction work, following closing of the acquisitions.

The Issuer is a Canadian exploration and development company focused on the emerging green energy sector. The Issuer also owns a 100% interest in the Buck Lake platinum, palladium, nickel discovery located 25 km west of the Lac des Iles mine near Thunder Bay, Ontario, Canada; an interest in the Graphite West Project – a prospective hydrothermal graphite exploration target located immediately west of Zenyatta Ventures Ltd.’s Albany hydrothermal graphite deposit; and the Gwyn Lake gold property in Ontario. The Issuer has 16,059,163 shares outstanding. The Issuer’s common shares are listed and called for trading on the TSX Venture Exchange with the trading symbol “EPR”.

The Technical content of this news release has been reviewed and approved by Mr. Michael Dufresne, M.Sc., P.Geol., P.Geo. of APEX Geoscience Ltd., an Independent Qualified Person as defined by National Instrument 43-101.

**Item 6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102**

The Issuer is not relying on subsection 7.1(2) or (3) of National Instrument 51-102.

**Item 7. Omitted Information**

There is no omitted information.

**Item 8. Senior Officers**

Lisa Chapman, President: 604.683.3288

**Item 9. Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

**DATED** at the City of Vancouver, in the Province of British Columbia, as of the 3<sup>rd</sup> day of June, 2016.

*“Gwen Wegner”*

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Gwen Wegner, Corporate Secretary