

**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 31, 2016

**Item 3. News Release**

News Release dated May 31, 2016 and disseminated to Canada Stockwatch, Market News, 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 issue 1,500,000 common shares to Goldbank Mining Corporation to satisfy a \$250,000 property payment, subject to TSX Venture Exchange acceptance for filing.

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

The Issuer has agreed to issue 1,500,000 common shares to Goldbank Mining Corporation to satisfy the \$250,000 cash payment due June 1, 2016 in connection with the Issuer’s acquisition of 100% of the Buck Lake Platinum Palladium Nickel Project. “We are very pleased to have now completed all the requirements of the Buck Lake acquisition. The 1,500,000 shares are of tremendous value to both companies.” stated Lisa Chapman, President of the Issuer. The issuance of the shares is subject to acceptance for filing by the TSX Venture Exchange. The Buck Lake Project is subject to a 2.5% net smelter returns royalty in favour of the original vendors.

**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, the 10<sup>th</sup> day of June, 2016.

*“Gwen Wegner”*

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Gwen Wegner, Corporate Secretary