

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

June 1, 2016

Item 3. News Release

News Release dated June 1, 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 a private placement financing of \$200,000 comprised of 1,000,000 units at \$0.20 per unit.

Item 5. Full Description of Material Change

The Issuer has agreed to a private placement financing of \$200,000 comprised of 1,000,000 units at \$0.20 per unit. Each unit consists of one common share and one two-year transferable warrant entitling the holder to purchase one additional share at a price of \$0.28 per share. Certain directors and officers are participating in the financing as approved by independent directors. The Issuer is relying on an exemption from the related party requirements of MI 61-101. A portion of the financing is on a flow-through basis. These units will entitle holders to receive the tax benefits applicable to flow-through shares in accordance with provisions of the *Income Tax Act* (Canada). Proceeds of the financing will be used for working capital and for exploration of the Issuer’s properties. The financing is subject to acceptance for filing by the TSX Venture Exchange.

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 10th day of June, 2016.

“Gwen Wegner”

Gwen Wegner, Corporate Secretary