

# EMPIRE ROCK MINERALS INC.

Trading Symbol: **EPR**  
**December 29, 2015**  
Tel: 604.683.3288  
Toll Free: 1.888.880.2288

12g3-2(b): 82-1669  
Standard & Poor's Listed

---

## PRIVATE PLACEMENT FINANCING CLOSED

---

Empire Rock Minerals Inc. ("Empire Rock")(TSX.V-EPR has closed its previously announced private placement financing of \$200,000 comprised of 4,000,000 units at \$0.05 per unit, of which \$150,000 has been issued on a flow-through basis. Each unit consists of one common share and one five-year transferable warrant entitling the holder to purchase one additional share at a price of \$0.05 per share. The flow-through shares comprising the flow-through units and flow-through shares issuable upon exercise of the warrants comprising the flow-through units will entitle the holder to receive the tax benefits applicable to flow-through shares in accordance with provisions of the *Income Tax Act* (Canada). The units are restricted from trading until April 30, 2016.

The \$150,000 in flow-through proceeds will fund exploration, including at Empire Rock's Buck Lake platinum, palladium, nickel project situated 25 kilometers west of North American Palladium Corp.'s Lac des Iles mine near Thunder Bay, Ontario, Canada. Non-flow-through proceeds will be used for general corporate purposes. The financing has been accepted for filing by the TSX Venture Exchange.

The subscriptions by two insiders of Empire Rock, for a total of 360,000 units or \$18,000, comprising 9% of the total amount raised, constitute related party transactions within the meaning of TSX Venture Exchange Policy 5.9 and Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). Empire Rock is relying on the exemptions contained in sections 5.5(a) and section 5.7(1)(a) as the fair market value of the participation in the private placement by the two insiders does not exceed 25 per cent of the market capitalization of Empire Rock, as determined in accordance with MI 61-101. Empire Rock's board of directors and specifically the independent members of the board carefully reviewed and approved the private placement subscriptions by the two insiders. Empire Rock did not file a material change report in respect of the related party transaction at least 21 days before closing of the private placement as the date of closing was not previously known.

Empire Rock is a Canadian exploration and development company whose principal asset is the Buck Lake platinum, palladium, nickel project located approximately 25 kms from the Lac des Isles platinum/palladium mine near Thunder Bay, Ontario. Empire Rock also has an interest in the Gwyn Lake Gold Property in Northwestern Ontario and recently announced its intention to acquire an interest in the Graphite West Project in the Porcupine Mining Division, Ontario.

Empire's common shares are listed and called for trading on the TSX Venture Exchange with the trading symbol "EPR".

**EMPIRE ROCK MINERALS INC.**

**PER: "Lisa M. Chapman"**

**LISA M. CHAPMAN**  
**President & CEO**

*The TSX Venture Exchange has not reviewed and does not accept responsibility for the adequacy or the accuracy of this release. Cautionary Note to US Investors: This news release may contain information about adjacent properties on which we have no right to explore or mine. We advise U.S. investors that the SEC's mining guidelines strictly prohibit information of this type in documents filed with the SEC. U.S. investors are cautioned that mineral deposits on adjacent properties are not indicative of mineral deposits on our properties. This news release may contain forward-looking statements including but not limited to comments regarding the timing and content of upcoming work programs, geological interpretations, receipt of property titles, potential mineral recovery processes, etc. Forward-looking statements address future events and conditions and therefore involve inherent risks and uncertainties. Actual results may differ materially from those currently anticipated in such statements.*