

**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**

April 12, 2016

**Item 3. News Release**

News Releases dated April 12, 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 70% interest in the Fox Creek Lithium Project in the Province of Alberta, Canada and announces a private placement financing.

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

The Issuer has agreed to acquire a 70% interest in the Fox Creek Lithium Project in the Province of Alberta, Canada.

The Fox Creek Lithium Project covers large portions of producing oil and gas fields hosted in the Devonian aged carbonate reef complex which hosts a saline formation water aquifer known as the Beaverhill Lake Brine.

The Beaverhill Lake Brine contains elevated, and potentially economic, concentrations of lithium (Li), potassium (K), boron (B), bromine (Br), calcium (Ca), magnesium (Mg), and sodium (Na).

The saline formation waters of the Beaverhill Lake Brine are currently being recovered with the commercial production of petroleum products from producing wells at Fox Creek, then removed and treated as a waste product and reinjected into the Beaverhill Lake or other formations.

Previous testing of the Beaverhill Lake Brine by Hazen Research, Inc. indicates significant amounts of these desired elements can be extracted, up to 98% for lithium, 88% for bromine, 100% for boron, and 40% for potassium. The Issuer intends to fully investigate the dynamics of commercial production of lithium carbonate and other elements at Fox Creek including further metallurgical extraction work following closing of the acquisition.

The Issuer believes these lithium enriched brines produced as a byproduct by existing wells within these oil and gas fields constitute an important and significant commercial opportunity for the production of lithium carbonate and other desired elements.

The industrial mineral potential of formation waters in Alberta was initially investigated by the Alberta Geological Survey in a multi-year study examining over 130,000 formation water analyses for K, Li, Ca, Mg, I, and Br. In 2010, the Alberta Geological Survey constructed an Alberta-wide Lithium Groundwater and Formation Water Geochemical dataset, comprised of data from the AGS and the Alberta Research Council to compile data to aid industry in evaluating lithium enriched aquifers in Alberta.

The Fox Creek Lithium Project and related property interests cover a large property area of 355,000 hectares or 877,000 acres in 42 metallic and industrial minerals permits issued in late 2015 and early 2016.

Robust market demand for lithium and widely forecast increased demand associated with battery technologies including Elon Musk and Tesla Motors, Inc.'s electric car and commercial battery successes and Gigafactory 1, coupled with Fox Creek's mature petroleum fields with existing wells and established infrastructure, make potential commercial production of lithium from current petroleum production at Fox Creek a compelling business opportunity.

“Lithium production for batteries is a huge industry with a very bright future. Supplying lithium carbonate from brines for that growing industry is a terrific business opportunity.” stated the Issuer's president, Lisa Chapman. “We envision extracting lithium carbonate utilizing Fox Creek's existing wells and infrastructure as an innovative and potentially transformative business opportunity as consumers race to renewable green energies.”

Alberta is a world-class jurisdiction for oil and gas production. Fox Creek has excellent infrastructure and an extensive and highly skilled workforce.

The acquisition agreement provides for the Issuer to acquire a 70% interest in the Fox Creek Project together with 100% of two private Alberta companies, Lithium Power Corp. and Dominica Energy Minerals Inc., for \$100,000 and 1,200,000 of

the Issuer's common shares from two private and one corporate vendors. The Issuer will also pay certain costs and fees not to exceed \$45,000. The remaining 30% interest in Fox Creek is held by Blizzard Finance Corp. together with a 2.2% gross revenue royalty. The Issuer will invest the first \$2,000,000 in Fox Creek's development, then share costs on a 70/30 basis. Blizzard is well funded.

In connection with the acquisition agreement the Issuer has agreed to a private placement financing of \$320,000 comprised of 4,000,000 units at \$0.08 per unit. 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 \$0.15 per share for the first year and \$0.30 thereafter. 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). The financing and acquisition agreement are subject to acceptance for filing by the TSX Venture Exchange.

The Issuer is a Canadian exploration and development company with a number of green energy assets. The Issuer owns a 100% interest in the Buck Lake platinum, palladium, nickel project near the Lac des Iles mine, Thunder Bay, Ontario, Canada and 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. The Issuer has 14,487,904 shares outstanding.

This news release has been reviewed and approved for technical content by Mr. Michael Dufresne, P.Geol. (Alberta), P.Geo. (B.C.) and Dr. Bohumil (Boris) Molak, P.Geo. (B.C.) consulting geologists and Qualified Persons 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, the 12<sup>th</sup> day of April, 2016.

*“Gwen Wegner”*

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Gwen Wegner, Corporate Secretary