

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 27, 2016

Item 3. News Release

News Release dated May 27, 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 closed its previously announced private placement financing of \$320,000 comprised of 4,000,000 units at \$0.08 per unit.

Item 5. Full Description of Material Change

The Issuer has closed its previously announced private placement financing of \$320,000 comprised of 4,000,000 units at \$0.08 per unit, of which \$160,000 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 \$0.15 per share during the first year and \$0.30 thereafter. 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 September 28, 2016.

The \$160,000 in flow-through proceeds will fund qualifying expenditures on the Issuer’s properties. Non-flow-through proceeds will be used to pay for costs related to the acquisition of the Fox Creek Lithium Project by the Issuer and other corporate matters. The financing has been accepted for filing by the TSX Venture Exchange.

The subscriptions by two insiders of the Issuer, for a total of 500,000 units or \$40,000, comprising 12.5% 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”). The Issuer 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 the Issuer, as determined in accordance with MI 61-101. The Issuer’s board of directors and specifically the independent members of the board carefully reviewed and approved the private placement subscriptions by the two insiders. The Issuer 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.

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 3rd day of June, 2016.

“Gwen Wegner”

Gwen Wegner, Corporate Secretary