

FORM 51-102F3

**MATERIAL CHANGE REPORT
UNDER SUBSECTION 7.1 (1) OF NATIONAL INSTRUMENT 51-102**

Item 1. Reporting Issuer

Empire Rock Minerals Inc. (formerly Ultra Resources Corp.) (the “Issuer”)
702 – 889 West Pender Street
Vancouver, BC V6C 3B2

Item 2. Date of Material Change

November 4, 2015

Item 3. News Release

News Release dated November 4, 2015 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 entered into an option agreement to acquire an 80% interest in 16 mineral claim units referred to as the Graphite West Project located in the Porcupine Mining Division, Ontario, Canada.

Item 5. Full Description of Material Change

The Issuer has entered into an option agreement to acquire an 80% interest in 16 mineral claim units referred to as the Graphite West Project located in the Porcupine Mining Division, Ontario, Canada.

Under the terms of the option agreement, the Issuer can acquire an 80% interest in the Graphite West Project, subject to a 1% net smelter returns royalty, by paying \$20,000 to Bluenose Gold Corp. (“Bluenose”)(**TSX.V-BN.H**) within five days of TSX Venture Exchange acceptance for filing of the agreement, issuing a total of 1,800,000 common shares to Bluenose over three years, and incurring exploration and related business development expenditures totalling \$400,000 over four years, subject to acceptance for filing by the TSX Venture Exchange.

The Graphite West Project is considered to be highly prospective for

hydrothermal graphite. It is located immediately west of Zenyatta Ventures Ltd.'s Albany hydrothermal graphite project.

Hydrothermal graphite plays an increasingly crucial role in everyday life with emerging green energy technologies. Graphite is a major component of lithium-ion batteries. Lithium-ion battery sales are expected to escalate significantly with rising usage in environmentally friendly electric vehicles including the Tesla, green transportation, industrial vehicles, smart phones, tablets and laptops.

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 November, 2015.

“Gwen Wegner”

Gwen Wegner, Corporate Secretary