

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 8, 2016

Item 3. News Release

News Releases dated April 8, 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 announces the resignation of a director.

Item 5. Full Description of Material Change

Mr. Irvin Ridd has stepped down from the Board of Directors to pursue other interests. The Issuer has accepted the resignation and on behalf of shareholders the Board of Directors of the Issuer thanks Mr. Ridd for his years of service to the Issuer.

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 12th day of April, 2016.

“Gwen Wegner”

Gwen Wegner, Corporate Secretary