

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

June 27, 2016

Item 3. News Release

News Release dated June 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 announces the appointment of Dr. John Burba, as Lead Technical Advisor to the Issuer’s Fox Creek Lithium Brine Project, in Alberta.

Item 5. Full Description of Material Change

The Issuer announces the appointment of Dr. John Burba, as Lead Technical Advisor to the Issuer’s Fox Creek Lithium Brine Project, in Alberta.

Dr. Burba is a world leader in lithium extraction processes. He brings to the Issuer his intimate knowledge of several extraction technologies relevant to commercial production of lithium and other elements from the Issuer’s Fox Creek Lithium Brine Project. Dr. Burba will lead the Issuer’s technical team.

Dr. Burba started his career in the 1970’s with FMC Corp. Dr. Burba has provided knowledge and expertise on lithium extraction in mining operations throughout the world. Dr. Burba was instrumental in developing important proprietary lithium extraction processes for commercialized lithium extraction from brines.

At FMC Corp., Dr. Burba developed a proprietary lithium extraction process producing a low-cost, high-purity lithium product from brines previously

considered to be too high in “contaminants” (including magnesium) to be economically processed. Extraction of lithium from brines is important at the Issuer’s Fox Creek Lithium Brine Project, in Fox Creek Alberta, where the Issuer holds the right to acquire a 70% interest in industrial minerals permits totalling approximately 755,000 acres in addition to the right to acquire a 100% interest in the Well Permit comprising approximately 9,200 acres as recently announced. These industrial minerals permits give the Issuer the right to lithium and other industrial minerals including potassium, boron, bromine and magnesium contained in the brines. The Issuer is working to realize the economic potential of extracting lithium from these lithium enriched brines produced as a by-product of ongoing petroleum production at Fox Creek. The Issuer believes Fox Creek constitutes an important and significant commercial opportunity for the production of lithium carbonate and other desired elements.

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 28th day of June, 2016.

“Gwen Wegner”

Gwen Wegner, Corporate Secretary