

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Empire Rock Minerals Inc. (the "Company")
702 – 889 West Pender Street
Vancouver, BC V6C 3B2

Item 2. Date of Material Change

October 28, 2016.

Item 3. News Release

News release was disseminated on October 28, 2016 via Canada Stockwatch and Market News, and subsequently filed, via SEDAR, with the British Columbia Securities Commission and Alberta Securities Commission.

Item 4. Summary of Material Change

The Company has agreed to acquire a 100% interest in 2 claim units in the Orbit Lake area in the Thunder Bay Mining Division, Ontario, Canada.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company has agreed to acquire a 100% interest in 2 claim units (the "Orbit Property") in the Orbit Lake area in the Thunder Bay Mining Division, Ontario, Canada.

The Orbit Property is situated about 22 kilometres south of the Company's Buck Lake Platinum, Palladium and Nickel project where the Company is exploring for platinum, palladium and nickel mineralization in a mafic/ultramafic intrusive body, and near the NAP and Jordain Claims on which the Company has an option to acquire a 100% interest.

The Orbit Property is being acquired from Ontario prospectors William Richmond and Ken Stewart for \$7,000 and 25,000 common shares of the Company, subject to a 1% net smelter returns royalty. The purchase is subject to acceptance for filing by the TSX Venture Exchange.

The Company has issued 35,000 common shares in its capital to William

Richmond pursuant to its option agreement to acquire the NAP and Jordain Claims. The shares are restricted from trading until February 15, 2017. The Company also acquired an additional mineral claim near its Jordain claim in the Wardrope area from Mr. Richmond pursuant to the area of interest clause in the option agreement.

The technical content of the news release was reviewed and approved by Dr. Bohumil (Boris) Molak, PhD, P.Geo, the Qualified Person for this project as defined by National Instrument 43-101.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6. Reliance on Subsection 7.1(2) of National Instrument 51-102

The Company is not relying on subsection 7.1(2) of National Instrument 51-102.

Item 7. Omitted Information

There is no omitted information.

Item 8. Executive Officer

For further information, please contact:

John Brydle, President & CEO – Tel. 604.683.3288.

Item 9. Date of Report

October 28, 2016.