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

November 16, 2016.

Item 3. News Release

News release was disseminated on November 16, 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 announces that a property purchase agreement has been accepted for filing by the TSX Venture Exchange. The Company has made certain cash payments and issued shares.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company announces that the property purchase agreement 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, subject only to a 1.5% NSR, has been accepted for filing by the TSX Venture Exchange.

Pursuant to terms of the agreement, the Company made cash payments totalling $7,000 to the vendors, Ontario prospectors William Richmond and Ken Stewart, and has issued 25,000 common shares in its capital which shares are restricted from trading until March 9, 2017. Following the cash payments and the issuance of the shares, Empire has acquired a 100% interest in the Orbit Property, subject to a 1.5% net smelter returns royalty.

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**

November 22, 2016.