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

December 6, 2016.

Item 3. News Release

News release was disseminated on December 6, 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 a private placement financing.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company announces that it has arranged for a non-brokered private placement financing of $500,000 comprised of 10,000,000 units at $0.05 per unit. Each unit consisting of one common share and one five-year transferable warrant entitling the holder to purchase one additional share at a price of $0.08 per share during the first two years and at a price of $0.30 per share thereafter. Certain directors and officers are participating in the financing as approved by independent directors. The Company is relying on an exemption from the related party requirements of MI 61-101. A portion of the financing is on a flow-through basis. The flow-through shares comprising the flow-through units and flow-through shares issuable upon exercise of the warrants comprising the flow-through units will entitle holders to receive tax benefits applicable to flow-through shares in accordance with provisions of the *Income Tax Act* (Canada). Proceeds of the financing will be used for exploration and development of the Company's Alberta lithium properties, the Buck Lake platinum palladium nickel project and the Graphite West project, and for general working capital. The Company expects the financing may result in the creation of control block shareholders and will be seeking shareholder approval to the creation of control block shareholders. The financing is subject to acceptance for filing by the TSX Venture Exchange. The Company is not proceeding with the $400,000 financing announced on November 21, 2016.

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

December 16, 2016.