

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Empire Metals Corp. (the "Company")
702 – 889 West Pender Street
Vancouver, BC V6C 3B2

Item 2. Date of Material Change

February 20, 2018.

Item 3. News Release

News release was disseminated on February 20, 2018 via Canada Stockwatch and Market News, and filed, via SEDAR, with the British Columbia Securities Commission and Alberta Securities Commission.

Item 4. Summary of Material Change

The Company announces the grant of stock options.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company announces the grant of a total of 2,897,000 stock options to directors, officers, employees and consultants of the Company, exercisable at \$0.17 per share, for a five-year term. The options are granted pursuant to the Company's stock option plan and will be subject to applicable regulatory hold periods.

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:

Anthony J. Beruschi, President & CEO – Tel. 604.683.3288.

Item 9. Date of Report

February 21, 2018.