

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

January 29, 2019.

Item 3. News Release

News release was disseminated on January 29, 2019 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 nine additional mineral cell claims have been staked and added to the Company’s Gwyn Lake Gold Project. The Gwyn Lake Gold Project is now comprised of 90 mineral cell claims.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

Nine additional mineral cell claims have been staked and added to Empire’s Gwyn Lake Gold Project in the Thunder Bay Mining Division, Ontario. These new mineral cell claims are immediately adjacent to Empire’s existing Gwyn Lake Gold Project mineral cell claims and connect and add to two of Empire Metal’s previously separated blocks of mineral cell claims.

Exploration at Gwyn Lake targets gold within gold-bearing banded iron formations. The nine additional mineral cell claims have been staked as a possible extension of the known gold-bearing banded iron formation. The Gwyn Lake Gold Project is now comprised of 90 mineral cell claims totaling 1,492 hectares (3,687 acres). A portion of Empire’s Gwyn Lake Gold Project is subject to a 1% NSR in favour of the vendor.

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 6, 2019.