

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

September 24, 2019.

Item 3. News Release

News release was disseminated on September 24, 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 the appointment of Mark C. Patchett as its CEO and President.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company announces the appointment of Mark C. Patchett as its CEO and President. Mr. Patchett’s involvement with the mining industry spans over 15 years. He was a founding member of Capstone Mining Corp. and oversaw the spin out of Silverstone Resources Corp. from Capstone, later to be acquired by Wheaton Precious Metals Corp. Mr. Patchett also served as corporate communications manager for Elgin Mining Inc., a gold producer located in Sweden, prior to its acquisition by Mandalay Resources Corporation. Anthony J. Beruschi is now Chairman of the Company’s Board of Directors.

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

October 1, 2019.