

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Empire Capital Corp. (the “Company”)
1600 Bedford Highway, Suite 100 – 488,
Bedford, Nova Scotia, B4A 1E8

Item 2 Date of Material Change

September 29, 2010

Item 3 News Release

Date of dissemination – September 30, 2010
Method of dissemination – SEDAR, Stockwatch, Baystreet

Item 4 Summary of Material Change

The qualifying transaction (“QT”) previously announced has been conditionally approved by the TSX Venture Exchange. The QT is expected to close on or after October 7, 2010 and the transaction is fully described in the Company’s filing statement which has now been posted and is available for review at www.SEDAR.com.

Item 5

5.1 Full Description of Material Change

The qualifying transaction (“QT”) previously announced has been conditionally approved by the TSX Venture Exchange. The Company’s QT is expected to close on or after October 7, 2010 and the transaction is fully described in the Company’s filing statement which has now been posted and is available for review at www.SEDAR.com.

The Company has an option to acquire a 100% undivided interest in the Otter mineral property (the “Property”), located in the Similkameen Mining Division of British Columbia, Canada from Eastland Management Ltd., an arm’s-length private company. At closing, Company will pay \$15,000 and issue 150,000 common shares to Eastland Management Ltd. The shares issued will be subject to a 4-month hold period from the date of issuance.

At closing, Mr. Norman Eyolfson will resign as the President, Chief Executive Officer and Chief Financial Officer; however, he will remain a director. Mr. Terry Christopher, a current director, will be appointed President and Chief Executive Officer and Ms. Megan Spidle will be appointed as the Chief Financial Officer and Secretary.

The Company’s Audit Committee will consist of Terry Christopher, Norman Eyolfson and Marshall Farris.

5.2 Disclosure for Restructuring Transactions

n/a

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

n/a

Item 7 Omitted Information

n/a

Item 8 Executive Officer

Norman Eyolfson
416-604-7620

Item 9 Date of Report

October 1, 2010