MATERIAL CHANGE REPORT

1. *Name and Address of Reporting Issuer:*

   Empire Capital Corp.
   Suite 408, 1550 Bedford Highway
   Bedford, NS B4A 1E6

2. *Date of Material Change:*

   February 1, 2011

3. *News Release:*

   A news release was issued and disseminated on February 1, 2011 through CNW and filed on SEDAR. See Schedule "A" attached hereto for a copy of the news release.

4. *Summary of Material Change:*

   Empire Capital Corp. (the "**Corporation**"), announced the commencement of a geophysical program on its Wings Point Gold Project in Newfoundland and Labrador.

5. *Full Description of Material Change:*

   Please see Schedule "A" attached hereto for a copy of the news release.

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

   Not applicable.

7. *Omitted Information:*

   None.

8. *Executive Officer:*

   For further information, please contact:
   Terry Christopher
   CEO & President
   Phone (902) 405-3520

Fax (902) 405-3910

9. *Date of Report:*

February 3, 2011

Dated at Halifax, Nova Scotia this 3rd day of February, 2011.

EMPIRE CAPITAL CORP.

Signed "Terry Christopher"

Per: ______________________________

PRESIDENT and CEO

Schedule "A"

EMPIRE CAPITAL CORP. NEWS RELEASE

From: CNW Group [approvemtl@newswire.ca]

Sent: Tuesday, February 1, 2011 at 10:01

To: Terry Christopher

Subject: CNW Group Release Confirmation - Empire Capital announces commencement of geophysical program on its Wings Point Gold Project.

Transmitted At: 2011-02-01 09:00

Empire Capital announces commencement of geophysical program on its Wings Point Gold Project.

February 1, 2011 TSXV - EPM

Empire Capital Corp (TSXV-EPM) (the "Corporation" or "Empire") is pleased to announce the commencement of a geophysical program on its Wings Point Gold Project in Newfoundland and Labrador.

During late January, a 12.7 kilometre grid was cut for the geophysical survey, which is now in progress. The geophysical program will consist of IP and magnetic surveys to identify the geophysical signature of the known mineralization and determine its potential limits beyond what has been identified to date.

Grab sampling during December 2010 identified two linear and parallel zones of gold mineralization, the Western and Eastern zones, and traced them along surface for 380 and 680 metres, respectively. Both zones are open along strike. The mineralization is exposed at the bottom of an operating gravel pit, however, beyond the pit limits the area is vegetated and potential extensions of the mineralization are covered. The geophysical program was centred on the Western Zone, the stronger of the two, and extended along strike for 1.6 kilometres to trace the zones beyond the pit boundaries. The geophysical survey will also encompass known structural features to determine if they are potential targets for mineralization. More information on the Wings Point Gold Project can be viewed on the Corporation's webpage at http://www.empirecapitalcorp.ca/projects/wings-point/

The program is being carried out by RDF Consulting Ltd, of St. John's, NL. Once completed, RDF Consulting will process and interpret the data, and then provide the Corporation with a final report. Empire will announce the findings of the survey upon receipt of the final report.

Terry Christopher, President and CEO stated "Exploration is progressing at Wings Point Gold Project in a steady and systematic manner. The project lends itself to rapid advancement given mineralization is well exposed at the bottom of an operating gravel pit. Should the geophysical program pick up distinctive signatures of the known mineralization in the pit, we will be able to then trace the potential extensions and identify similar looking targets as the project is advanced to the drill stage."

About Empire
Empire Capital Corp. is a junior explorer focused on gold. Our model is to identify and develop targets that have the potential for multi-million ounce deposits and to that end the Corporation has been reviewing opportunities in Canada, Africa and South America.

Forward-Looking Information
This news release contains forward-looking statements which include statements regarding the Corporation's future plans, as well as statements regarding financial and business prospects and the Corporation's future plans, objectives or economic performance and financial outlooks. The Corporation believes that the expectations reflected in this news release are reasonable but actual results may be affected by a variety of variables and may be materially different from the results or events predicted in the forward-looking statements. Readers are therefore cautioned not to place undue reliance on these forward-looking statements.

There can be no assurance that the exploration program will identify any priority targets. The actual results and future events could differ materially from those anticipated in this news release. The time frames identified to work programs and other activities may vary significantly from actual completion of the proposed work programs.

In evaluating forward-looking statements readers should consider the risk factors which could cause actual results or events to differ materially from those indicated by such forward-looking statements. These forward-looking statements are made as of the date hereof, and unless otherwise required by applicable securities laws, the Corporation does not intend nor does it undertake any obligation to update or revise any forward-looking statements.

This news release has been reviewed and approved by Bill Reed, P.Geol, and a "qualified person" under National Instrument 43-101.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy of accuracy of this release.

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