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:*

   March 1, 2011

3. *News Release:*

   A news release was issued and disseminated on March 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 preliminary results of the recently completed IP geophysical program at the Wings Point Gold Project located 30 km north of Gander 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:*

March 2, 2011

Dated at Halifax, Nova Scotia this 2nd day of March, 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, March 1, 2011 at 9:31

To: Terry Christopher

Subject: CNW Group Release Confirmation - Empire Capital identifies significant geophysical anomalies of 1200 and 800 metres in length and coincident with known gold mineralization at Wings Po...

Transmitted At: 2011-03-01 08:30

Empire Capital identifies significant geophysical anomalies of 1200 and 800 metres in length and coincident with known gold mineralization at Wings Point

(TSXV: EPM)

BEDFORD, NS, March 1 /CNW/ - Empire Capital Corp (TSXV: EPM) (the "Corporation" or "Empire") is pleased to announce the preliminary results of the recently completed IP geophysical program at the Wings Point Gold Project located 30 km north of Gander in Newfoundland and Labrador. The program was carried out to determine if the known mineralized gold zones exposed at the bottom of an operating gravel pit would produce coincident geophysical signatures and if so, what the dimensions of those coincident geophysical anomalies would be. The IP program was successful in identifying several significant geophysical anomalies and their corresponding dimensions.

Highlights from geophysical IP survey;

- a 1200 metre long and 75 to 150 metre wide geophysical anomaly is coincident with the mineralized Western Zone
- an 800 metre long and 30 to 100 metre wide geophysical anomaly is coincident with mineralized Eastern Zone
- other significant sized geophysical targets were identified that need follow-up exploration prior to drilling

Terry Christopher, president and CEO states "The geophysical survey was successful in that it identified two significantly large anomalies, which in part are coincident with mineralization exposed in the gravel pit. The survey was centred on known gold mineralization and the geophysical signatures from those zones were used to identify the geophysical target sizes. The geophysical anomaly coincident with the Western Zone is 1200 metres long and 75 to 150 metres wide, while the geophysical anomaly coincident with the Eastern Zone is 800 metres long and 30 to 100 metres in length. Basically, we have identified the geophysical anomalies that are on the bulk tonnage-type target scale we were hoping for. In addition, other anomalies have been identified which show significant promise and they warrant additional work as we move towards the drill stage."

A 13 km gridded geophysical program carried out in February, composed of induced polarization/resistivity and magnetic surveys, has identified significant anomalies at its Wings Point Gold Project. The survey covered a strike length of 1600 metres, with 200 metre cross-line spacings, and was centred on known gold mineralization sitting at the bottom of a gravel pit. Prior to the geophysical survey, rock grab sampling in and around the pit area identified two known zones of mineralization, the Western and Eastern zones. Both zones have been traced along surface for significant distances including 380 and 680 metres, respectively. The widths of the zones, based on rock grab surface sampling, was difficult to determine due to cover, however, indicated the Western Zone to be between 100 and 120 metres wide in one location, and the Eastern Zone is up to 50 metres wide. The Western Zone appears to the more intensely altered and mineralized of the two zones, with several samples in a newly uncovered area assaying up to 2.46, 2.83 and 6.92 g/t gold. The goal of the geophysical survey was to determine if these known mineralized zones had distinguishable signatures and if so what the size of the potential target could be.

Western Zone Geophysical Anomaly

The geophysical survey has identified a 1200 metre long IP anomaly that is coincident with the known Western Zone gold mineralization. This IP anomaly remains open to the south. The width of this anomaly varies from 75 to 150 metres and has been recorded in most lines to 75 metres depth, which was the depth penetration for the survey. The IP anomaly also shows a shift with depth as its changes from high chargeability and resistivity nearer to surface, to moderate chargeability and resistivity at depth. One line, L800 which crosses over known mineralization of the Western Zone, was re-run to obtain 150 depth penetration. This deeper geophysical profile shows the coincident IP anomaly with the Western Zone extending to 150 metres depth at that location and still open depth. Along the surface, the IP survey also detected a character change in the alteration characteristics in the Western Zone as seen from rock exposures. Between lines L800 and L1000 the alteration is characterized as from changing from highly silicified to more carbonate alteration which was also detected effectively by the IP survey, providing significant evidence in the effectiveness of the survey in identifying mineralization and associated alteration within this type of terrane. An image illustrating the anomalies can be viewed at http://www.empirecapitalcorp.ca/projects/wings-point/.

Eastern Zone Geophysical Anomaly

The IP survey has identified an 800 metre long anomaly that is coincident with known exposed Eastern Zone mineralization. The width of this zone varies from 30 to 150 metres and has been traced to 75 metres depth in all lines. Although lines L600 and L800 did not cross directly over the exposed surface mineralization it does appear to pick up the extension of the geophysical target to the southwest that is seen on line L400. The signature of this geophysical anomaly appears to widen to about 100 metres at about 30 to 35 metres below the surface on lines L600 and L800. In addition, the re-run line, L800, to 150 metres depth shows the anomaly extending to 150 metres depth and still open to depth.

Other Geophysical Anomalies

The IP survey was very effective in identifying the coincident geophysical signatures with known mineralization, and has also identified other zones of interest. Additional interpretation is in progress and these anomalies will be followed up with additional sampling and possibly trenching to determine if they are drill targets.

Upon receipt of permits the Corporation will conduct soil sampling and trenching which will then be followed up by a Spring-Summer drill program.

About Empire

Empire Capital Corp. is a junior explorer focused on gold. Our model is find targets that have the potential for multi-million ounce gold deposits and to that end the Corporation has been reviewing opportunities in Canada, USA, 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 Dean Fraser, P.Geol, and a "qualified person" under National Instrument 43-101.

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