Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. **Name & Address of Company**

Pacific Empire Minerals Corp. (the "Company")
Suite 501 - 543 Granville Street
Vancouver, British Columbia,
V6C 1X8

Item 2. **Date of Material Change**

April 17, 2018

Item 3. **News Release**

On April 17, 2018, a press release in respect of the material change was issued through the facilities of Newsfile Corp. via Canadian Timely Disclosure and a copy was filed on SEDAR.

Item 4. **Summary of Material Change**

The Company announced a non-brokered private placement of up to 1,000,000 units of the Company at a price of $0.20 per Unit with each Unit comprised of one common share and one transferable common share purchase warrant. Each Warrant will entitle the holder to purchase one common share of the Company at an exercise price of $0.30 per share for a period of 36 months from the closing date.

The Company may pay finder's fees consisting of a cash commission equal to 6% of the aggregate gross proceeds raised and finder's warrants equal to 6% of the total number of Units sold. Each finder's warrant will entitle the holder to purchase one common share in the capital of the Company at an exercise price of $0.30 per share for a period of 36 months from the closing of the Private Placement.

Item 5. **Full Description of Material Change**

Item 5.1 **Full Description of Material Change**

Refer to the press release of the Company disseminated on April 17, 2018, attached hereto.

Item 5.2 **Disclosure for Restructuring Transactions**

Not applicable

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

Not applicable.

Item 7. **Omitted Information**

None.

Item 8. **Executive Officer**

The following executive officer of the Company is knowledgeable about the material change and this report:

Kim Casswell, Corporate Secretary
Phone: 604-662-8448
Email: KCasswell@seabordservices.com

Item 9. **Date of Report**

April 18, 2018

PACIFIC EMPIRE
MINERALS CORP.

Pacific Empire Announces Private Placement

NOT FOR DISTRIBUTION TO U.S. NEWS WIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES

April 17, 2018, Vancouver, BC, Canada - Pacific Empire Minerals Corp. (TSXV: PEMC) ("PEMC" or the "Company"), a hybrid prospect generator focused in British Columbia, announces a non-brokered private placement (the "Private Placement") of up to 1,000,000 units of the Company (the "Units") at a price of $0.20 per Unit with each Unit comprised of one common share and one transferable common share purchase warrant (the "Warrant"). Each Warrant will entitle the holder to purchase one common share of the Company (a "Warrant Share") at an exercise price of $0.30 per share for a period of 36 months from the closing date.

The Shares and Warrant Shares will be subject to a resale period under Canadian securities law.

Proceeds from the financing will be used to fund exploration of the Company's portfolio of exploration projects and general working capital. The Company may pay finder's fees consisting of a cash commission equal to 6% of the aggregate gross proceeds raised and finder's warrants equal to 6% of the total number of Units sold. Each finder's warrant will entitle the holder to purchase one common share in the capital of the Company at an exercise price of $0.30 per share for a period of 36 months from the closing of the Private Placement. The Private Placement is subject to TSX Venture Exchange approval.

This press release does not constitute an offer to sell or a solicitation of an offer to buy the securities described herein in the United States, or in any jurisdiction in which such an offer or sale would be unlawful. The securities described herein have not been and will not be registered under the United States Securities Act of 1933, as amended (the "1933") or any United States state securities laws, and may not be offered or sold in the United States or to the account or benefit of a "U.S. person" (as defined in Regulation S under the 1933 Act) or a person in the United States absent registration or an applicable exemption from the registration requirements.

Additional information on the Company and its projects can be found on SEDAR at (www.sedar.com), and on the Company's website at www.pemcorp.ca. You may also email info@pemcorp.ca or call Investor Relations at (604) 356-6246.

About Pacific Empire Minerals Corp.

PEMC is an exploration company based in Vancouver, British Columbia, that employs a "hybrid prospect generator" business model and trades on the TSX Venture Exchange under the symbol PEMC. The Company's strong portfolio of projects is a result of continuous generative work conducted since the Company's inception in 2012.

By integrating the project generator business model with low-cost RC drilling, the company intends to leverage its portfolio by identifying, and focusing on, the highest quality projects for partnerships and advancement.

ON BEHALF OF THE BOARD

"Brad Peters"
President and Chief Executive Officer

Pacific Empire Minerals Corp.
Tel: +1-604-356-6246

Forward-Looking Statements
Information set forth in this news release may involve forward-looking statements under applicable securities laws. Forward-looking statements are statements that relate to future, not past, events. In this context, forward-looking statements often address expected future business and financial performance, and often contain words such as "anticipate", "believe", "plan", "estimate", "expect", and "intend", statements that an action or event "may", "might", "could", "should", or "will" be taken or occur, or other similar expressions. All statements, other than statements of historical fact, included herein including disclosure regarding possible events, conditions or financial performance that is based on assumptions about future economic conditions and courses of action; and the plans for completion of the Private Placement, expected use of proceeds and business objectives, are forward-looking statements. By their nature, forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements, or other future events, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, the following risks: the need for additional financing; operational risks associated with mineral exploration; fluctuations in commodity prices; title matters; environmental liability claims and insurance; reliance on key personnel; the potential for conflicts of interest among certain officers, directors or promoters with certain other projects; the absence of dividends; competition; dilution; the volatility of our common share price and volume and the additional risks identified the management's discussion and analysis section of our interim and most recent annual financial statements or other reports and filings with the TSX Venture Exchange and applicable Canadian securities regulations. . In making the forward-looking statements in this news release, the Company has applied several material assumptions, including the assumptions that (1) the conditions precedent to completion of the Private Placement will be fulfilled so as to permit the Private Placement to be competed; (2) all necessary approvals and consents in respect of the Private Placement will be obtained in a timely manner and on acceptable terms; and (3) general business and economic conditions will not change in a materially adverse manner. Forward-looking statements are made based on management's beliefs, estimates and opinions on the date that statements are made, and the Company undertakes no obligation to update forward-looking statements if these beliefs, estimates and opinions or other circumstances should change, except as required by applicable securities laws. Investors are cautioned against attributing undue certainty to forward-looking statements.