PACIFIC EMPIRE MINERALS CORP.

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Pacific Empire Minerals Corp. (“**Pacific Empire**” or the “**Company**”)
Suite 804 – 525 Seymour Street
Vancouver, BC V6C 1X8

Item 2. Date of Material Change

August 8, 2025

Item 3. News Release

A news release was disseminated via NewsFile and filed on SEDAR+ on August 8, 2025.

Item 4. Summary of Material Change

On August 8, 2025 the Company announced that it closed the non-brokered private placement previously announced on July 21, 2025. The Company has issued 15,000,000 units (each a “**Unit**”) at a price of $0.02 per unit for gross proceeds of $300,000 (the "**Offering**").

Item 5. Full Description of Material Change

Each Unit consists of one common share in the capital of the Company ("**Common Share**") and one Common Share purchase warrant (“**Warrant**”). Each Warrant entitles the holder to acquire one Common Share (“**Warrant Share**”) at an exercise price of $0.05 per Warrant Share for a period of 24 months from the date of closing.

In connection with the Offering, the Company paid finder’s fees to Haywood Securities Inc., consisting of $7,000 in cash and 350,000 finder’s warrants (each, a “**Finder's Warrant**”), Research Capital Corporation, consisting of $490 in cash and 24,500 Finder’s Warrants, and Ventum Financial Corp., consisting of $1,960 in cash and 98,000 Finder’s Warrants. Each Finder’s Warrant entitles the holder to acquire one Common Share at an exercise price of $0.05 per Common Share for a period of 24 months from the date of closing.

The net proceeds from the Offering will be used for general working capital, exploration at the Company’s flagship Trident copper-gold project, and marketing activities.

Certain directors and officers of the Company participated in the Offering for an aggregate amount of $23,500, and therefore the Offering is a related party transaction subject to Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). The Company is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 pursuant to sections 5.5(a) and 5.7(1)(a) of MI 61-101 as neither the fair market value of the securities distributed to, nor the consideration received from, such related parties for the securities under the Offering exceeds 25% of the Company’s market capitalization.

The Company has not filed a material change report more than twenty-one (21) days before the closing date of the Offering, as the details of the Offering were not finalized until August 8, 2025, and the Company wished to close the Offering as soon as practicable.

The Offering was conditionally approved by the TSX Venture Exchange (the "**Exchange**") but is subject to the final approval of the Exchange. All securities issued under the Offering are subject to a statutory hold period expiring December 9, 2025 in accordance with applicable Canadian securities laws, and the concurrent Exchange hold period expiring December 9, 2025 in accordance with the policies of the Exchange, in addition to such other restrictions as may apply under applicable securities laws of jurisdictions outside Canada.

This report does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons as defined under applicable United States securities laws unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

Forward looking and other cautionary statements

Information set forth in this report may involve forward-looking statements under applicable securities laws, including, without limitation, statements with respect to the use of proceeds of the Offering and the receipt of regulatory approvals. 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, 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 discussion and analysis section of our interim and most recent annual financial statement or other reports and filings with the TSX Venture Exchange and applicable Canadian securities regulations. 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.

Item 5. Omitted Information

Not applicable.

Item 6. Executive Officer

Name of Executive Officer: Brad Peters
President and Chief Executive Officer

Telephone number: 1-604-356-6246

Item 7. Date of Report

August 18, 2025