FORM 51-102F3

MATERIAL CHANGE REPORT

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

EMP METALS CORP.
204 – 252 West Esplanade
North Vancouver, BC V7M 0E9

(the "Company")

Item 2. **Date of Material Change**

January 20, 2026.

Item 3. **News Release**

The news release was issued on January 20, 2026, and disseminated by Newswire.

Item 4. **Summary of Material Change**

The Company announced that the Company has granted 1,500,000 incentive stock options at $0.67 per share, and that it has entered into marketing agreements with Machai and IRP Holdings Corporation.

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

Stock Options Grant

The Company also announced that he board of directors has authorized the grant of 1,500,000 incentive stock options (the "Options") to certain directors, officers, employees and consultants of the Company, at an exercise price of $0.67 per share. The Options are exercisable for a five-year period from the date of grant and may be subject to certain vesting provisions as determined by the board of directors. All Options were granted pursuant to the Company's stock option plan.

Marketing Agreements

The Company has entered into an agreement with Machai dated January 20, 2026 (the "Machai Agreement"), pursuant to which Machai will lead the Company's marketing, advertising, and public awareness activities and deploy a comprehensive digital media marketing program including multi-platform digital campaigns, social media amplification, and targeted investor communications.

Machai will provide digital marketing services with branding, content and data optimization to assist the Company to create in-depth marketing campaigns, tracking, organizing and executing the services through search engine optimization, search engine marketing, lead generation, digital marketing, social media marketing, email marketing, and brand marketing. The services will be conducted in accordance with the applicable policies of the Canadian Securities Exchange

Machai has been engaged by the Company for a 6-month period commencing immediately. In consideration for the services provided, the Company has paid Machai C$400,000 plus GST in an up front payment out of its general working capital account.

Machai is arm's-length to the Company, has no other relationship with the Company and neither Machai nor its principal, Suneal Sandhu, has any interest, directly or indirectly, in the Company or its securities, or any right or intent to acquire such an interest, other than as disclosed herein.

The Company has also entered into an agreement with IRP Holdings Corporation (IRPub) dated January 15, 2026, for a digital marketing awareness campaign. IRPub has been engaged for a 3-

4-month period commencing on February 1, 2026. The Company will pay IRPub US$100,000, of which US $50,000 will be paid on January 31, 2026 and US $50,000 will be paid on March 15, 2026.

The services provided by IRPub will include a digital marketing awareness campaign on behalf of the company across IRPub's network and other mediums of online digital traffic. The IRPub Agreement is subject to CSE approval. Paul Ruffolo is the CEO of IRPub and is based in Pennsylvania. IRPub and its principals are arm's length to EMP, and to the best knowledge of the Company, IRPub did not own any securities of EMP as of the date of the Agreement.

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

Not applicable.

Item 7. **Omitted Information**

None.

Item 8. **Executive Officer**

For further information, please contact:

Rob Gamley
President
(604) 689-7422

Item 9. **Date of Report**

January 21, 2026.