

MATERIAL CHANGE REPORT

1. Name and Address of Company:

Empress Resources Corp. (“Empress Resources” or the “Company”)
Unit 1 – 15782 Marine Drive
White Rock, British Columbia
V4B 1E6

2. Date of Material Change

December 11, 2019

3. Press Release

Issued December 11, 2019, distributed through Accesswire to the TSX Venture Exchange, being the only exchange upon which the shares of the Company are traded, and through various other approved public media.

4. Summary of Material Change(s):

Empress Resources announced that further to its news release dated June 3, 2019, the Company has settled the civil claim brought against the Company by Mr. Husband.

5. Full Description of Material Change

Empress Resources announced that further to its news release dated June 3, 2019, the Company has settled the civil claim brought against the Company by Mr. Husband.

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

Not Applicable

7. Omitted Information

Not Applicable

8. Executive Officer

The following senior officer of the Company is knowledgeable about the material change and may be contacted by the Commission at the following address and telephone number:

Doris Meyer, Corporate Secretary
Unit 1- 15782 Marine Drive
White Rock, British Columbia
V4B 1E6
PHONE: (604) 536-2711 x 6

9. Date of Report

DATED at White Rock, British Columbia this 12th day of December 2019.

“Doris Meyer”

Doris Meyer, Corporate Secretary