

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Empire Metals Corp. (the “Company”)
702 – 889 West Pender Street
Vancouver, BC V6C 3B2

Item 2. Date of Material Change

December 21, 2017.

Item 3. News Release

News release was disseminated on December 21, 2017 via Canada Stockwatch and Market News, and subsequently filed, via SEDAR, with the British Columbia Securities Commission and Alberta Securities Commission.

Item 4. Summary of Material Change

The Company announces a flow-through private placement financing.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company has arranged for a non-brokered flow-through private placement financing of \$800,000 comprised of up to 5,000,000 flow-through units at \$0.16 per unit to fund exploration at the Company’s properties. Each unit consists of one flow-through common share and one three-year transferable warrant entitling the holder to purchase one additional flow-through share at a price of \$0.21 per share. The warrants will be subject to an accelerated expiry, wherein the expiry period of the warrants may be reduced, upon notice to holders and at the election of the Company, if the closing price of the shares is equal to or greater than \$0.50 per share for 10 consecutive trading days after any applicable hold periods. If this condition is met and the Company elects to accelerate all or a portion of the warrants, the exercise period will be reduced to 25 business days from the date notice is provided by the Company to the warrant holders.

Certain directors and officers are participating in the financing as approved by independent directors. The Company is relying on an exemption from the related party requirements of MI 61-101. The flow-through shares comprising the flow-through units and flow-through shares issuable upon exercise of the warrants comprising the flow-through units will entitle holders to receive tax benefits

applicable to flow-through shares in accordance with provisions of the *Income Tax Act* (Canada).

Proceeds of the financing will be used for exploration and development of the Company's Alberta lithium properties, the Buck Lake platinum palladium nickel project and the Graphite West project, and for general working capital. The financing is subject to acceptance for filing by the TSX Venture Exchange.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

The Company is not relying on subsection 7.1(2) of National Instrument 51-102.

Item 7. Omitted Information

There is no omitted information.

Item 8. Executive Officer

For further information, please contact:

Anthony J. Beruschi, President & CEO – Tel. 604.683.3288.

Item 9. Date of Report

December 29, 2017.