

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 18, 2019.

Item 3. News Release

News release was disseminated on December 18, 2019 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 the resignation of Anthony Beruschi as a director.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company announces that Anthony J. Beruschi has resigned as a director of the Company to focus all of his time on his mineral property interests in the Klondike area of the Yukon. The Company thanks Mr. Beruschi for his service to the Company and wishes him all the best with his endeavours.

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:

Mark Patchett, President & CEO – Tel. 604.683.3288.

Item 9. Date of Report

December 24, 2019.