

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

July 21, 2022.

Item 3. News Release

News release was disseminated on July 21, 2022 via Canada Stockwatch and Market News, and filed, via SEDAR, with the British Columbia Securities Commission and Alberta Securities Commission.

Item 4. Summary of Material Change

The Company reports on its 2022 annual general meeting.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company announces that at its 2022 annual general meeting held earlier today, Mark Patchett, Vincent Teo, James Boyce, John Brydle, Ronald Hughes and Frank Garofalo were re-elected as directors and Alfonso Aguilar was elected as director. Mr. Patchett is President and Chief Executive Officer of Empire. Shareholders re-appointed Saturna Group Chartered Professional Accountants LLP as the Company’s auditor and approved the Company’s 10% rolling stock option plan.

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

July 21, 2022.