

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name & Address of Company

Pacific Empire Minerals Corp. (the “**Company**”)
Suite 501 - 543 Granville Street
Vancouver, BC V6C 1X8

Item 2. Date of Material Change

June 2, 2021

Item 3. News Release

On June 3, 2021, a press release in respect of the material change was issued through the facilities of Newsfile Corp. via Canadian Timely Disclosure and a copy was filed on SEDAR.

Item 4. Summary of Material Change

Further to its April 22, 2021 news release, the Company has closed a second and final tranche (the “**Second Tranche**”) of the oversubscribed non-brokered private placement (the “**Offering**”) for gross proceeds of \$289,999.98.

Item 5. Full Description of Material Change

Item 5.1 Full Description of Material Change

Further to its April 22, 2021 news release, the Company has closed a Second Tranche of the Offering for gross proceeds of \$289,999.98. The aggregate gross proceeds from the Second Tranche and the first tranche of the Offering were \$1,266,553.86.

The Company issued 4,833,333 units at a price of \$0.06 per unit (the “**Units**”) pursuant to the Second Tranche. In total, the Company issued 21,109,231 Units at a price of \$0.06 per Unit pursuant to the Offering.

Each Unit will consist of one common share in the capital of the Company (“**Common Share**”) and one Common Share purchase warrant (“**Warrant**”). Each Warrant will entitle the holder to acquire one Common Share (“**Warrant Share**”) at an exercise price of \$0.10 per Warrant Share until 5:00 pm (Pacific Time) on the date that is 24 months from the closing of the Offering.

In connection with the Second Tranche, the Company paid finder’s fees to Haywood Securities Inc. consisting of \$20,300.00 in cash and issued 338,333 finder’s warrants (each, a “**Finder’s Warrant**”). Each Finder’s Warrant entitles the holder to purchase one Common Share at a price of \$0.10 per Common Share for a period of 24 months from the issue date.

All securities are subject to a hold period that will expire on October 3, 2021. Proceeds from the Offering will be used for general working capital purposes and for exploration on the Company’s flagship Jean Marie property.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable

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

Not applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officer

The following executive officer of the Company is knowledgeable about the material change and this report:

Kim Casswell, Corporate Secretary Phone: 604-662-8448
Email: KCasswell@seabordservices.com

Item 9. Date of Report

June 8, 2021

Forward-Looking Statements

Information set forth in this news release may involve forward-looking statements under applicable securities laws. Forward-looking statements are statements that relate to future, not past, events. In this context, forward-looking statements often address expected future business and financial performance, and often contain words such as "anticipate", "believe", "plan", "estimate", "expect", and "intend", statements that an action or event "may", "might", "could", "should", or "will" be taken or occur, or other similar expressions. All statements, other than statements of historical fact, included herein including, without limitation: proceeds from the Offering will be used for general working capital purposes and for exploration on the Company's flagship Jean Marie property, are forward-looking statements. By their nature, forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements, or other future events, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, the following risks: the need for additional financing; operational risks associated with mineral exploration; fluctuations in commodity prices; title matters; environmental liability claims and insurance; reliance on key personnel; the potential for conflicts of interest among certain officers, directors or promoters with certain other projects; the absence of dividends; competition; dilution; the volatility of our common share price and volume and the additional risks identified the management discussion and analysis section of our interim and most recent annual financial statement or other reports and filings with the TSX Venture Exchange and applicable Canadian securities regulations. Forward-looking statements are made based on management's beliefs, estimates and opinions on the date that statements are made, and the Company undertakes no obligation to update forward-looking statements if these beliefs, estimates and opinions or other circumstances should change, except as required by applicable securities laws. Investors are cautioned against attributing undue certainty to forward-looking statements.