Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name & Address of Company

Pacific Empire Minerals Corp. (the "**Company**")
Suite 804 - 525 Seymour Street
Vancouver, BC V6C 1X8

Item 2. Date of Material Change

May 6, 2024

Item 3. News Release

On May 6, 2024, 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

The Company closed its previously announced non-brokered, private placement financing of 14,450,000 units at a price of $0.05 per unit (the "**Units**") for gross proceeds of $722,500 (the "**Offering**"). Each Unit consists of one common share in the capital of the Company ("**Common Share**") and one Common Share purchase warrant (a "**Warrant"**). Each Warrant will entitle the holder to acquire one Common Share at an exercise price of $0.08 per Common Share for a period of 36 months from the closing date of the Offering.

Item 5. Full Description of Material Change

Item 5.1 Full Description of Material Change

The Company closed the Offering.

The funds will be used for exploration on its flagship Trident copper-gold-silver porphyry project and for general working purposes.

In connection with the Offering, an aggregate total of C$26,075 in cash finder's fees were paid and 521,500 finder's warrants (the "**Finder's Warrants**") were issued to qualified parties. The Finder's Warrants are subject to the same terms as the Warrants issued in the Offering.

Certain insiders of the Company acquired Units in the Offering, for an aggregate total of 1,200,000 Units and gross proceeds of $60,000. The participation by such insiders in the Offering constituted a "related party transaction" as defined under Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions ("**MI 61-101**"). Such participation was exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 based on the fact that neither the fair market value of the Units subscribed for by the insiders, nor the consideration for the Units paid by such insiders, exceeded 25% of the Company's market capitalization.

All securities issued in connection with the Offering (being the Common Shares, Warrants and Finder's Warrants), are subject to a statutory hold period expiring September 7, 2024.

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:

Brad Peters, President and Chief Executive Officer
Phone: 604.356.6246
Email: brad@pemcorp.ca

Item 9. Date of Report

May 7, 2024