GEOLOGICAL REPORT ON THE ORBIT LAKE PROSPECT, NORTHWESTERN ONTARIO, CANADA

Thunder Bay Mining Division

Orbit Lake Township
NTS 52 H/4NW
N48° 57' 37.3'' and W89°52'52.7''
UTM Zones U16
289100E, 5427050N (U16)

for

Empire Metals Corp.
702-889 West Pender St.
Vancouver, B.C.
V6C 3B2

by

Bohumil (Boris) Molak, PhD., P. Geo (BC) & William J. Richmond

April 21, 2017

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SUMMARY

The Orbit Lake Prospect ("OLP") is a potential gold - platinum group element project situated approximately 95 km northwest of Thunder Bay, Northwestern Ontario. The OLP consists of one contiguous mining claim (2 claim units) covering approximately 41 hectares. Recorded holders of the Orbit Lake Claim, W. J. Richmond and K. G. Stewart entered into a property purchase agreement dated October 11, 2016 between Empire Rock Minerals Inc. ("Empire") as purchaser and W.R. Richmond and K.G. Stewart as vendors. Pursuant to the Agreement, Empire acquired a 100% interest in and to the OLP, subject to a 1.5% net smelter returns royalty, by making cash payments totaling $7,000 to the vendors and issuing 25,000 common shares.

In October 2016, the writers conducted outcrop mapping and rock sampling on the OLP on behalf of Empire. The survey results indicate that further work on the OLP is warranted and should include systematic outcrop mapping and trenching and an airborne geophysical survey to test the presumed mafic/ultramafic body buried below the overburden.

1. INTRODUCTION

Empire Rock Minerals Inc. ("Empire") retained the writers on October 20, 2016 to conduct prospecting and outcrop mapping/sampling on the OLP and to prepare a report for filing. The first writer is a consulting geologist residing in Vancouver, BC, and a Professional Geoscientist with over forty years of experience in geology, mineral exploration and research. He, together with the second writer conducted a field program on the OLP on October 22, 2016. Subject to agreement with Empire, the writers consent to the filing of this report with the Provincial Mining Recorder Office, Ministry of Northern Development and Mines of Ontario.

1.1. Location and Access

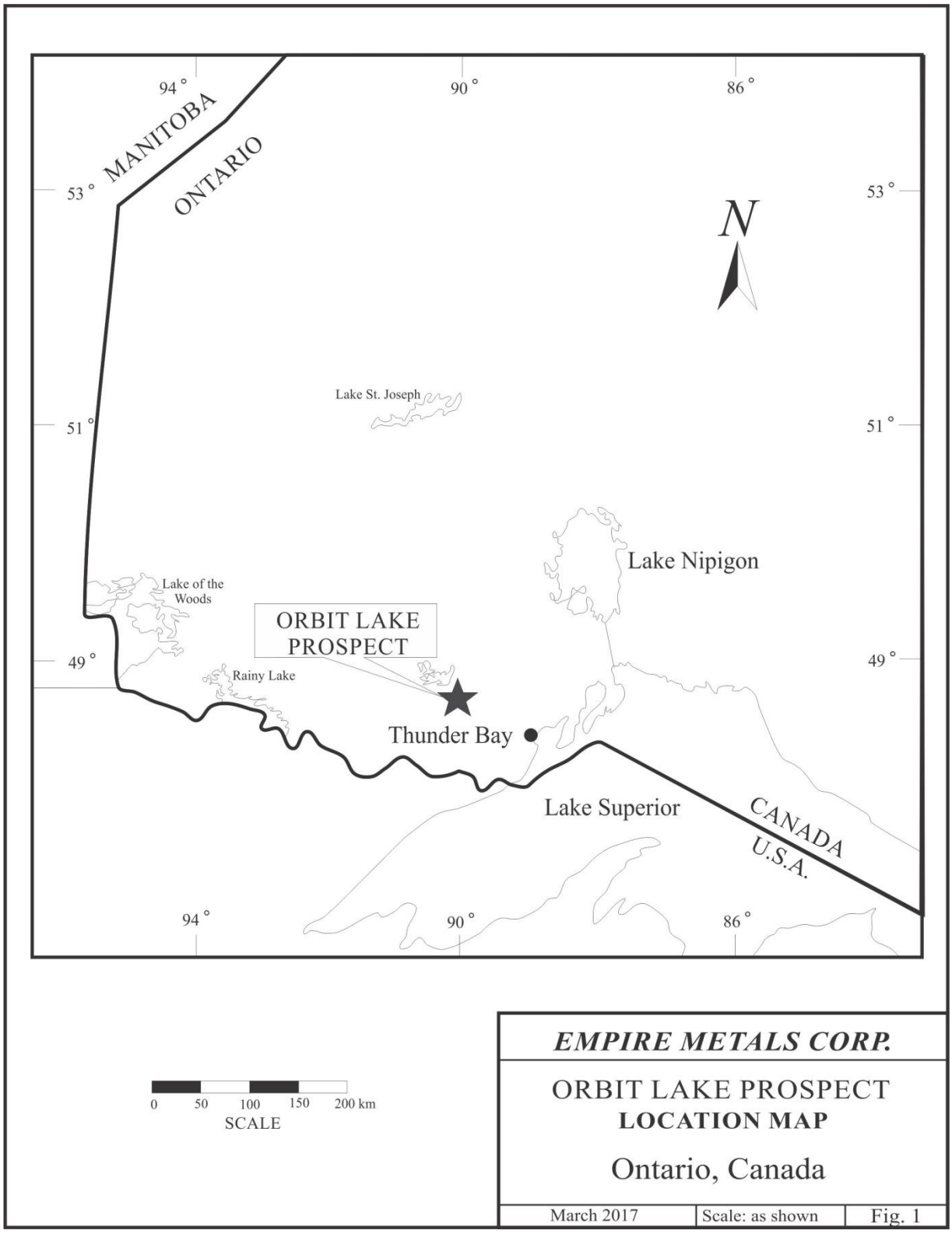
The OLP is situated in the Northwestern Ontario, approximately 95 kilometers northwest of Thunder Bay. The prospect lies within the Thunder Bay Mining Division (Figs. 1, 2) on the Map Sheet NTS 52 H/4 and is centered at N48° 57' 37.3'' and latitude and W89°52'52.7'' longitude, the UTM coordinates 289100E, 5427050N, zone U16 (NAD83).

The access from Thunder Bay is by Highway 17 and then via all-weather Dog River Road for about 10.5 km north where a dirt road branches off east and runs close to the northern margin of the OLP.

1.2. The Claims

The OLP consist of 1 mineral claim (2 claim units) covering approximately 0.4 sq. kms (4 ha). The claim information as of April 4, 2017 is listed in table 1 below:

Claim No.	Township	Units	Due date	Recorded Holder	Reserve
3005708	Orbit Lake	2	10-May-2017	Richmond William J.	0


94 °
90 °
86 °
MANITOBA
ONTARIO
53 °
51 °
49 °
N
Lake St. Joseph
Lake Nipigon
Lake of the Woods
ORBIT LAKE PROSPECT
Rainy Lake
Thunder Bay
Lake Superior
CANADA
U.S.A.
0 50 100 150 200 km
SCALE
EMPIRE METALS CORP.
ORBIT LAKE PROSPECT
LOCATION MAP
Ontario, Canada
March 2017
Scale: as shown
Fig. 1

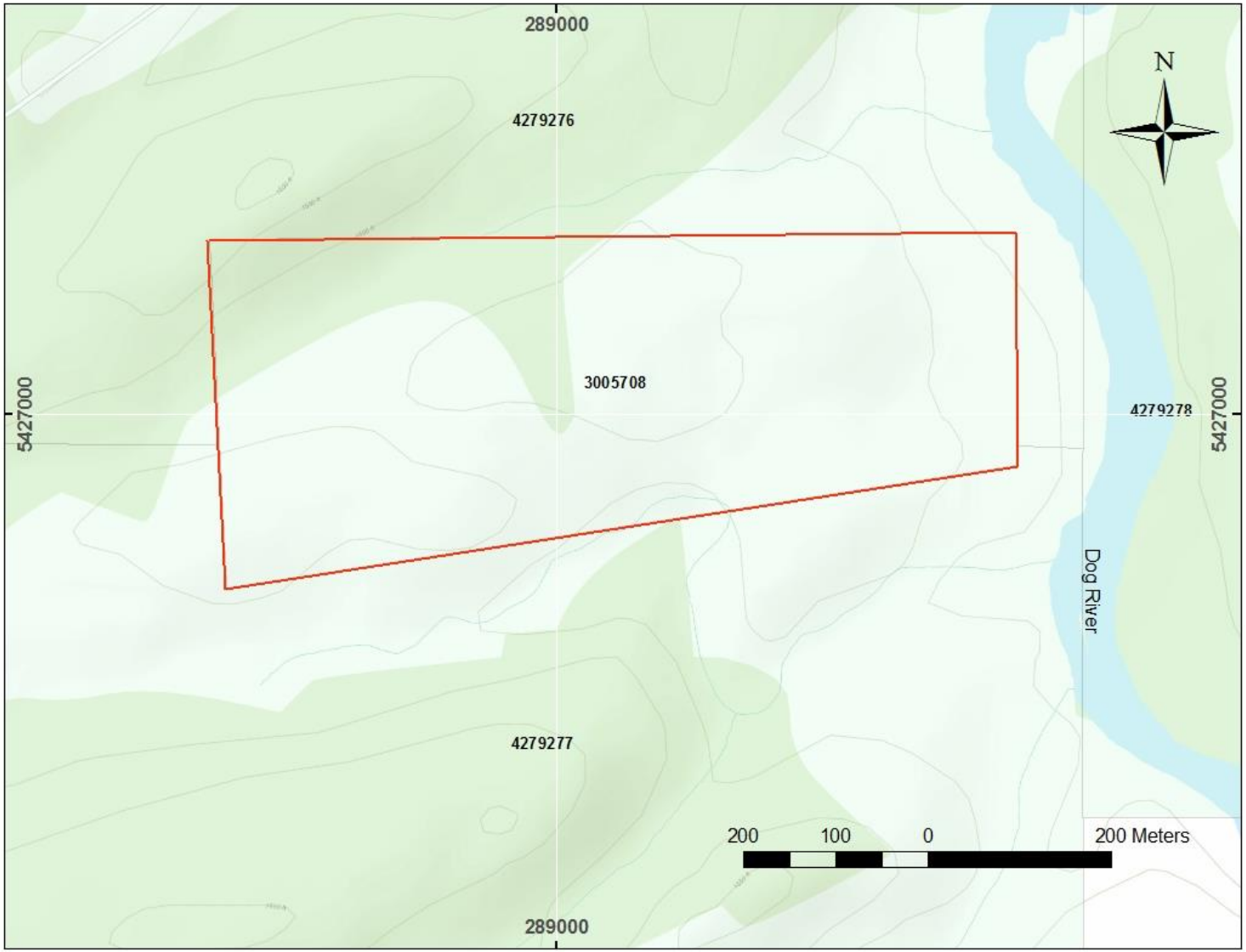


Fig. 2: Orbit Lake Prospect claim map.

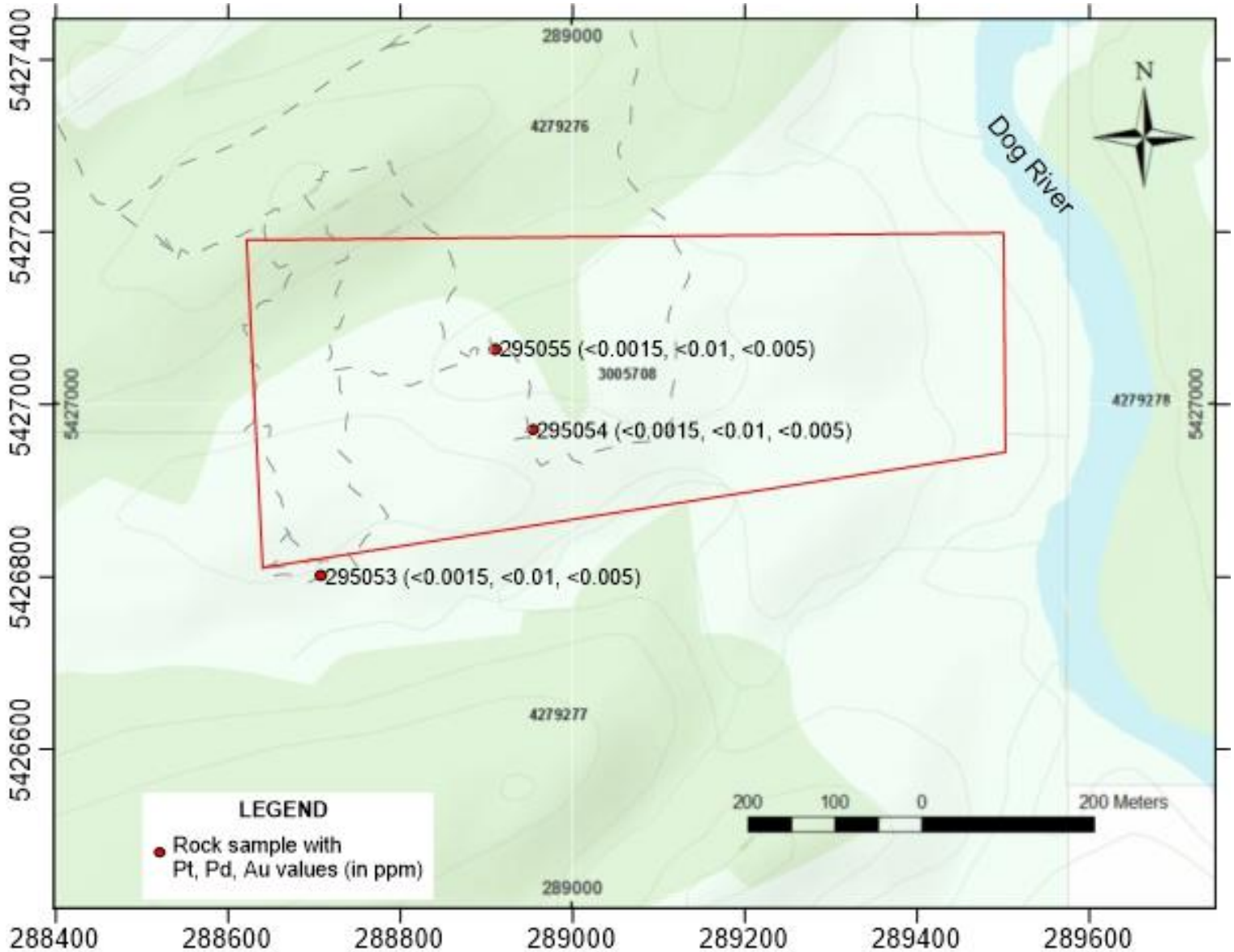


Fig. 3: Orbit Lake Prospect, sample map.

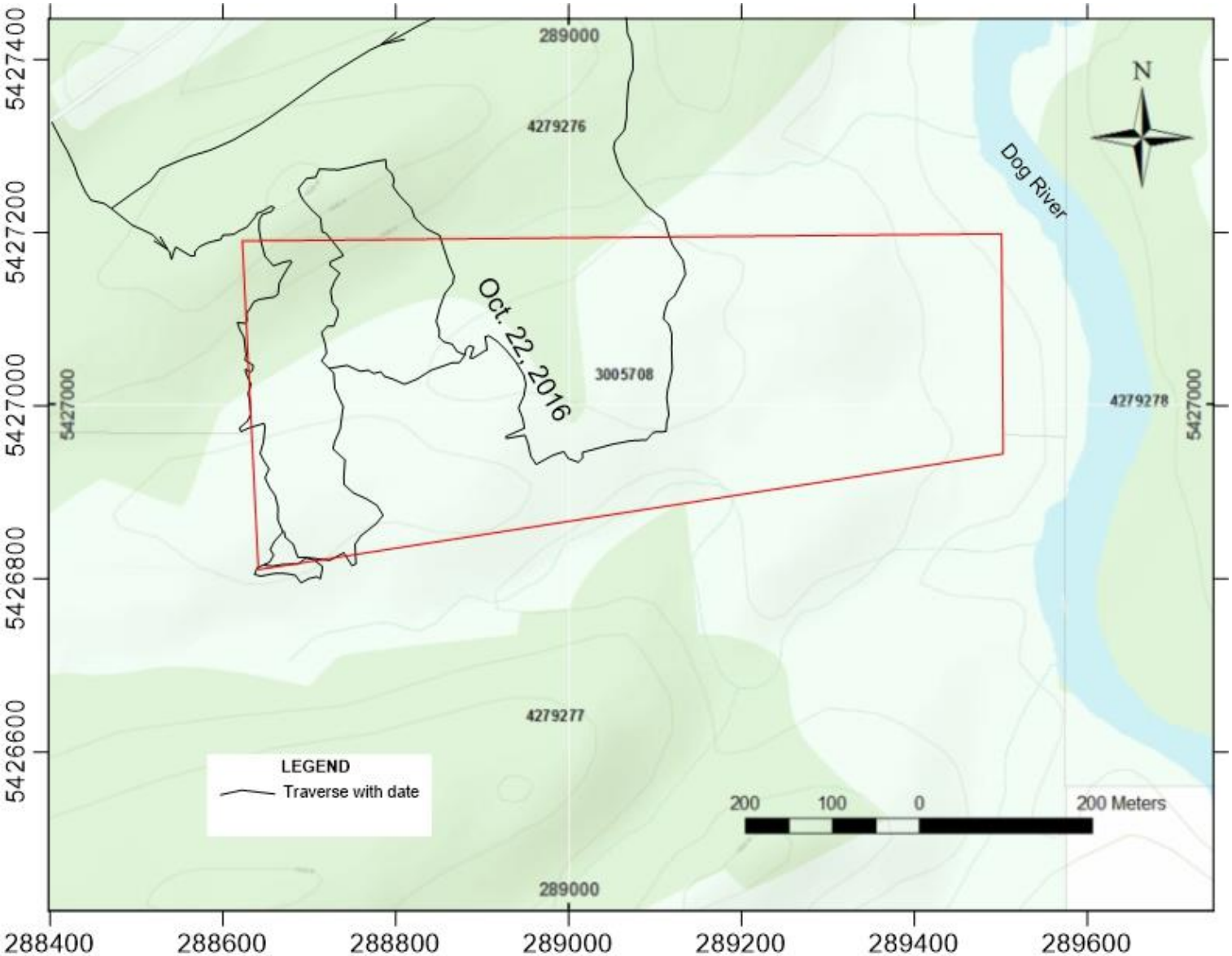


Fig. 4: Orbit Lake Prospect, traverse map.

1.3. Topography, Vegetation and Local Resources

Topographic relief is moderately flat ranging from 440 meters to 460 meters above sea level. The area belongs to boreal forest eco-region characterized by numerous lakes and swamps. The area is characterized by hot summers with maximum temperatures of 38 º C and cold, snowy winters, with minimum temperature of - 40 º C. Mean annual precipitation is about 715 mm. The area is snow covered for up to 5.5 months per year. Relative humidity ranges from 50 per cent to 80 per cent and the prevailing winds in the area blow from the northwest.

The vegetation consists of mature stands of black spruce, jack pine, poplar and birch with moss covered regolith and little underbrush composed mainly of willow and Labrador teeth. Patchy areas of thick willow and alder bushes are common and usually represent slightly lower elevated areas or along old logging roads. Most of the area is covered by glacial till and outcrops occur along elongated elevations and/or ridges.

The city of Thunder Bay is the closest centre that provides all services required to conduct mineral exploration. It includes an airport with daily flights to major Canadian cities, rail and an ocean connection via Great Lakes and St. Lawrence Seaway.

1.4. History

Mafic/ultra-mafic intrusions of Northwestern Ontario were targeted for copper – nickel - PGE potential since the 1950's. In 1962, the Ontario Department of Mines in conjunction with the Geological Survey of Canada conducted an aeromagnetic survey in the area (ODM-GSC 1962).

Ontario Geological Survey released the geological map 1:1,000,000 Bedrock Geology of Ontario with Explanatory Notes and Legend, Map 2545, and Bedrock Geology of Ontario west-central sheet, Map 2542 (1991).

W. J. Richmond staked the claim 3005708 in 2006 based on the occurrence of mafic to ultra-mafic rocks and possible association with the gold and/or PGE mineralization.

1.5. Regional Geology

The OLP is located in the Wabigoon Subprovince of Northwestern Ontario, within an Archean granite/gneiss terrain. The area is underlain predominantly by an earlier, gneissic to foliated tonalite to granodiorite suite and supracrustal rocks of the Bo Lake - Heaven Lake greenstone belt. The Neo- to Mesoarchean greenstone belt consists of greenstones surrounded and cut into by granitic rocks 3,200 to 2,650 MA ago. The Mafic plain assemblage ("MPA") consisting of mafic to lesser amount of ultramafic flow rocks with minor layers of deep-water graphite schists and argillites are also part of the greenstone belt (Blackburn et al, 1991).

A relatively younger granitoid suite comprising granodiorite, tonalite, quartz diorite and granite, intrudes both gneissic tonalite and supracrustal rocks, and is thought to be coeval with mafic to ultramafic intrusive rocks of the Lac des Iles - Buck Lake area (Smith and Sutcliffe, 1988). Middle Proterozoic diabase dikes and sills were emplaced during the Keweenawan rifting (1.1 Ga) and intrude all the above rock types (Osmani 1991).

The whole rock geochemistry indicates that the mafic/ultramafic rocks are of calc-alkaline to tholeiitic affinity, and as such probably formed in an island arc environment. The geological setting and rock association indicates that the parental magma contained water, which probably became concentrated during fractional crystallization until hornblende appeared as a liquidus phase. Such parental magmas are typical features of igneous provinces formed at destructive plate boundaries (Osmani, 2001).

The mafic-ultramafic intrusions in the area occur on a circular structure about 30 kilometers across, which includes the Lac des Iles Intrusion, the Tib Lake Intrusion, the Buck Lake Intrusion, the Dog River Intrusion, the Orbit Lake Intrusion, the Demars Lake Intrusion, the Wakinoo Lake Intrusion and the Taman Lake Intrusion. The largest of them, the Lac des Iles Intrusive Complex, hosts the Lac des Iles PGE deposit. The intrusions are characterized by magnetic and Bouger gravity anomalies (Gupta and Sutcliffe 1990).

All these intrusions are similar in that they are late tectonic, emplaced into tonalite gneiss and commonly contain phases ranging from ultra-mafic peridotite and pyroxenitic cumulates to magnesium gabbronorite and iron-rich gabbro with hybrid marginal zones consisting of hornblendite intruded by hornblende diorite and are thought to be contamination of the mafic magma by a granitoide component (Sutcliffe, 1986). Texturally, they are massive to varied with variable degrees of brecciation and hydrothermal alteration and most contain PGE mineralization.

The Quetico Fault, a large regional northeast trending fault that has been referred to as a zone of structural weakening, is a structure along which several mafic to ultra-mafic intrusions were emplaced (OGS, 1991).

1.6. Local Geology

The OLP is believed to be underlain in part by mafic-ultramafic intrusive rocks of similar setting and composition as the Lac des Iles intrusion and other MUM intrusions situated north of the OLP . The Bedrock Geology Map, west-central sheet shows the OLP area to be underlain by mafic to intermediate metavolcanics, foliated tonalite and massive granodiorite to granite of Neo- to Mesoarchean age.

2. LITHO-GEOCHEMICAL SAMPLING AND PROSPECTING

The fieldwork including prospecting, outcrop mapping and sampling was carried out in the western portion of the OLP on October 22, 2016 (Figs. 3, 4). The rationale was to locate and sample the mafic-ultramafic outcrops and to test their PGE and/or gold contents. The outcrops were located in southern and central portions of the claim. A total of 3 chip samples were collected and their locations, descriptions and platinum and palladium assays are presented in Fig. 3 and in Appendices I and II.

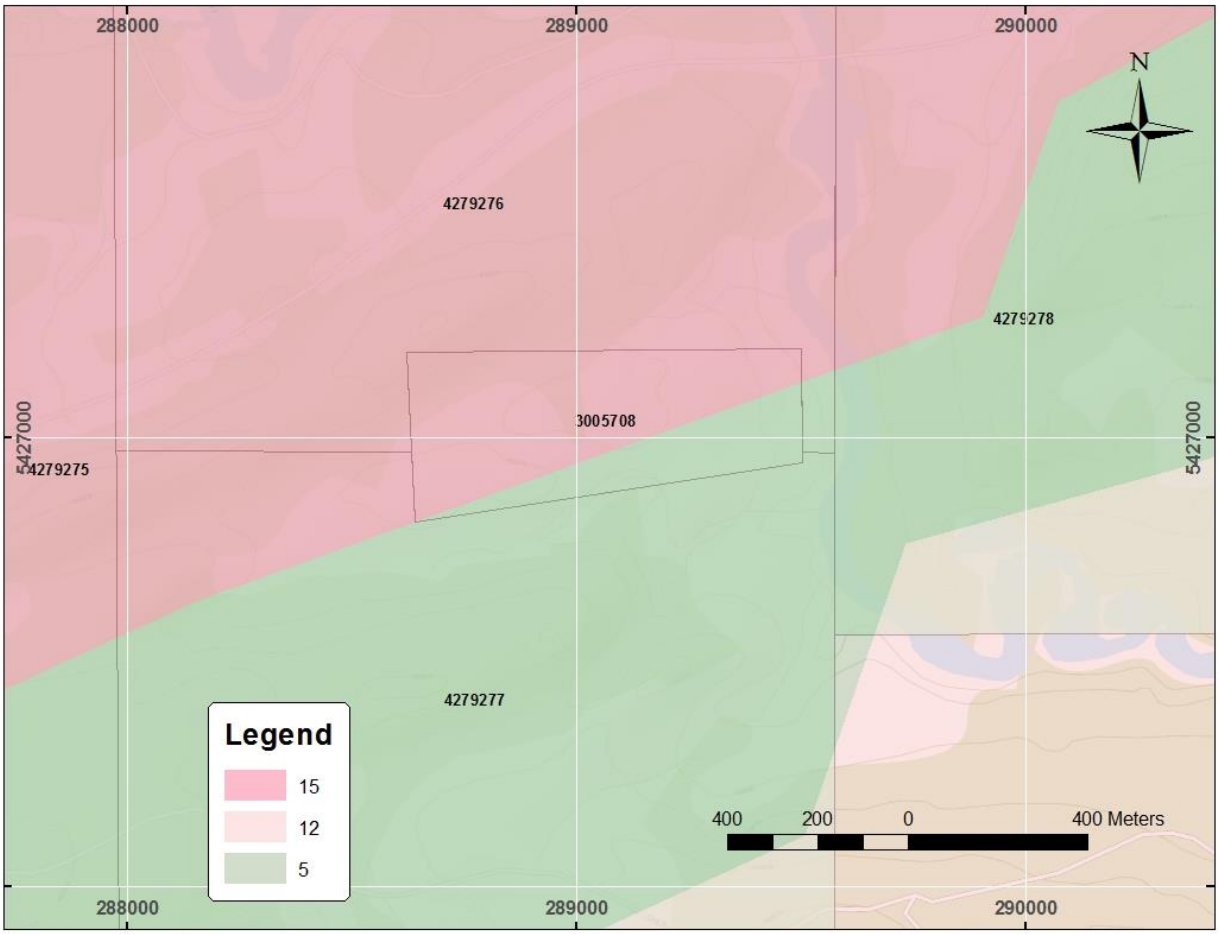


Fig. 5: Orbit Lake geology; 5 – Mafic to intermediate metavolcanics; 12 – foliated tonalite; 15 – massive granodiorite to granite.

2.1. Itinerary

October 22, 2016: Geologist B. B. Molak and claim holder W. J. Richmond conduct outcrop mapping and sampling on the claim 3005708 (Figs. 3, 4). Northern portion of the claim 3005708 is underlain by granitoids, orthogneiss and quartzite (?). A more or less contiguous outcrop of greenstone with various proportion of felsic admixture extends from the southwestern corner of the claim to the northern edge of the claim and beyond. Three chip samples were collected from the outcrops (Appendix I).

2.2. Sampling Method and Analysis

The chip samples were placed in standard polypropylene bags, provided with tags with sample numbers and closed with flagging tape. The sample locations were recorded using GPS (NAD 83, zone 16. The samples were not modified after collection. The writers personally dispatched samples from the OLP to Accurassay Laboratories ("Accurassay") in Thunder Bay for analysis. The samples from Orbit Lake claim were assayed together with samples from the Buck Lake PGE.

Accurassay is an ISO 17025:1999 accredited laboratory with a quality system that complies with the international standards. The protocol for sample preparation involves drying, crushing, splitting, pulverizing and matting. If necessary, the samples are placed in a drying oven prior to preparation (approximately 50 º C) until dry. The entire samples are then crushed using a TM Engineering Rhino Jaw crusher to -10 mesh. Approximately 500 gram sub-sample is split using a Jones Riffle Splitter and pulverized using a TM Engineering ring and puck pulverizer with 500 gram bowls to 90 % - 150 mesh (105 microns). The bowls are cleaned with silica sand between each sample. Pulverized samples are matted to ensure homogeneity.

For flame AAS determinations of platinum, palladium and gold a preliminary concentration by fire assay is used. The protocol for fire assay involves weighing, fluxing, fusion and cupellation. A 30 gram sample mass is used, but may be changed to accommodate for sample chemistry. Each furnace load has 24-26 samples and every 10th has a blank and QC standard.

The samples submitted for this report did not require any preliminary treatment and could be mixed directly with the assay flux and fused. Currently, Accurassay uses a premixed flux. The samples are fused for 1 ¼ hour at 1000 º C and 20 – 50 gram lead buttons are cupelled at 1000 º C for 50 minutes, then digested using nitric and hydrochloric acids and bulked up with distilled water. All samples have a final volume of 5 ml.

Atomic absorption spectrometry is conducted using a Varian AA240FS with manual sample introduction for the determination of gold, platinum and palladium. The same instrument with an auto-sampler attachment is used for the analysis of copper and nickel.

All the OLP samples had the platinum, palladium and gold values below detection limits ("DL"). The sample 295053 assayed anomalous copper (531 ppm Cu), which probably relates to disseminated sulphides in the amount of approximately 2%.

2.3. Quality Control

No Quality Control was made because the sample batch is too small. Also, the PG and gold assays are all below DL.

Laboratory reports are produced using Accurassay' LIMS program. All repeat assays are reported on the certificate of analysis. All data generated for Quality Control standards, blanks and repeats are retained and used in the validation of results. For each quality control standard control charts are produced to monitor the performance of the laboratory. Warning lines on the chart are set at ± 2 standard deviations, and control lines are set at ± 3 standard deviations. Any data that fall between the ± 2 or ± 3 lines requires 10% of the samples in that batch to be re-assayed and have their values compared with the previous set of results. Results will be accepted as long as the standards for each batch of samples fall within the ± 2 standard deviation lines. Any data falling outside the ± 3 standard deviation lines will result in the rejection of all results and re-assay of the entire batch.

The certified values for the standard AP10 with one standard deviation were created by Round Robin Analysis between Accurassay Laboratories and 4 Canadian SCC accredited commercial laboratories, are as follows: Au 318 ± 42 ppb, Pt, 346 ± 18 ppb, and Pd 6090 ± 310 ppb. When Accurassay evaluates the standards in house they create control charts to 95% CI using the mean ±

2SD. On evaluating the standards in house, Accurassay creates the control charts to 95% CI using the mean ± 2SD.

In conclusion we can state that all three samples from the Shelby claim assayed below DL and no quality control assays were made, thus, no check-up of accuracy and reproducibility can be made. During the next fieldwork at Shelby Lake, the company should take field duplicate samples, to independently check the accuracy and reproducibility.

3. CONCLUSIONS AND RECOMMENDATIONS

Empire's 2016 fieldwork on the OLP consisted of outcrop mapping and sampling in the southwestern and central portions of the claim 3005708. The traversed area is made up of alternating valleys and ridges and the outcrops occur on the slopes and/or the ridge tops. Generally, two rock types were encountered, the mafic to intermediate schist and massive to foliated granodiorite and granitoide.

Three chlorite-biotite schist samples, all with scarcely disseminated sulfides (1 – 2%) were collected and submitted for chemical analysis. None of the samples returned gold and/or PGE above DL. Regardless, the potential of the OLP to host a PGE and/or gold mineralization associated with the mafic/ultramafic rocks remains to be good, thus we recommend further outcrop mapping and sampling to test this potential.

Proposed Budget:

Geologist (2 days @ $600/day)	$ 1,200.00
Prospector (2 days @ $350/day)	$ 700.00
Truck Rentals (2 days @ $100.00/day)	$ 200.00
Gas	$ 50.00
Mob, demob	$ 200.00
Accommodation, food	$ 200.00
Assays (20 samples)	$ 800.00
Compilation, digitizing and report	$ 500.00
Total	**$ 3,850.00**

4. 2016 EXPLORATION EXPENSES

IN ACCOUNT WITH

XYQUEST MINING CORP.

Suite 702 – 889 West Pender Street, Vancouver, BC, V6C 3B2, Tel. 604 683 3288

Empire Metals Corp.
702 – 889 West Pender Street,
Vancouver, BC, V6C 3B2

22-March-17
GST# 8969297

Re: Orbit Lake Exploration

Senior Geologist Dr Bohumil B. Molak, PGeo (October 22, '16 @ $900.00/day)	900.00
Research, report preparation (1 day @ $800.00/day	800.00
	1700.00
Prospector, William J. Richmond	
1 day @ $450.00/day (October 22, 2016)	450.00
	450.00
Assays (3 samples @ $40/sample)	120.00
Expenses:	
Airfare	100.00
Accommodation	100.00
Food	100.00
Car rental (1 days @ $100/day, 150k/day @ $0.35/day)	120.00
Fuel, oil	30.00
Administration and office overhead	100.00
Total expenses	530.00
Digitization	250.00
Subtotal	3070.00
GST	153.50
Total	**3223.50**

This is our account herein
Xyquest Mining Corp.

Per:

Anthony J. Beruschi

*INTEREST OF 2% PER MONTH COMPOUNDED MONTHLY
OR 26.8% PER ANNUM CHARGED ON OVERDUE ACCOUNTS

5. REFERENCES

Blackburn C. E., Johns G. W., Ayer J. and Davis D. W., 1991: Wabigoon Subprovince; in Geology of Ontario, Ontario Geological Survey, Special Volume 4, Part 1, p. 303-381.

Gupta V. K. and Sutcliffe, R.H., 1990. Mafic-ultramafic intrusives and their gravity field: Lac Des Iles area, northern Ontario; Geol. Soc. of America Bull., Vol. 96, p.1471-1483.

Hart T. R., MacDonald C. A. K. and Lepine, C., 2001: Precambrian geology, Lac des Iles Greenstone Belt, Northwestern Ontario; Ontario Geological Survey.

Lavigne, M. J., and Michaud, M. J. 2001: Geology of North American Palladium Ltd.'s Roby Zone Deposit, Lac des Iles; Exploration and Mining Geology, v.10, Nos. 1 and 2, p.1-17.

ODM-GSC, 1962: Lac des Iles. Thunder Bay District, Ontario Department of Mines, Geological Survey of Canada, Map 2099 G, scale 1:63,360.

Ontario Geological Survey, 1991: Bedrock Geology of Ontario, west-central sheet; Ontario Geological Survey, map 2542, scale 1:1000000.

Ontario Geological Survey, 1991: Bedrock Geology of Ontario, explanatory notes and legend; Ontario Geological Survey, map 2545.

Osmani I. A., 2001: North American Palladium Ltd., Lac des Iles Mines Ltd.; 2000 Summer exploration program, Buck Lake property; Assess. report 2.23314.

Sutcliffe, R. H., 1986: Regional Geology of the Lac des Iles Area, District of Thunder Bay (in: Summary of Field Work and Other Activities 1986, by the Ontario Geological Survey, edited by P.C. Thurston, Owen L. White, R.B. Barlow, M.E. Cherry and A.C. Colvine; Ontario Geological Survey Miscellaneous Paper 132, 435 p. (accompanied by 1 Chart).

6. STATEMENT OF QUALIFICATIONS

I, Bohumil (Boris) Molak, Ph.D., P.Geo (BC) do hereby certify that:

I am a Professional Geoscientist residing at # 704, 6689 Willingdon Avenue, Burnaby, V5H 3Y8, B.C., Canada.

I am a member of the Association of Professional Engineers and Geoscientists of British Columbia (License No. 28600) in good standing.

I graduated from the Comenius University, Czechoslovakia, with a Bachelor of Science (Mag.) in Economic Geology in 1970. From the same university I obtained in 1980 the title Master of Science in Economic Geology (RNDr.) and in 1990 the title Doctor of Philosophy (CSc.). I have practiced my profession continuously since 1970.

Since 1970 I have been involved in the geological, prospecting, exploration and research projects on precious, base and ferrous metals, industrial minerals and hydrocarbons in Czechoslovakia, Bulgaria, Zambia, Cuba, Guinea, Canada, Chile and Argentina.

Since 2003 until present I am a self-employed consulting geologist.

I conducted the litho-geochemical sampling program on the Orbit Lake PGE Prospect on October 22, 2016.

I am responsible for all items in this report except the Item "IN ACCOUNT WITH", which was prepared by Xyquest Mining Corp. The sources of all information not based on personal examination are quoted in the references item. The information provided by other parties is to the best of my knowledge correct.

As of the date of this Statement I am not aware of any material fact or material change with respect to the subject matter of this report that is not reflected in this report, the omission of which would make the report misleading.

I am independent of Empire Metals Corp.

Dated at Vancouver, BC, Canada, this the 21st day of April, 201

7. STATEMENT OF QUALIFICATIONS

I, William J. Richmond do hereby certify that:

I am a Prospector residing at # 413 Lillian Street, Thunder Bay, ON, Canada.

I am a holder of Permanent Prospector's License.

From 1970 to 1991 I completed the courses as follows: Natural Resources Course at Hammarskjold High School, Thunder Bay, Grades 11-12, Geology, Mineralogy; baseline cutting; claim staking; geophysics; mineral prospecting.

From 1988 to 1998 I optioned the following properties: Smiley Lake Property (to John North of Newnorth Exploration, Toronto, ON); Clive Brooks (to Home Ventures, Vancouver, BC); East Dog River Property; Mirage Lake Property.

From 1992 to 1997 I conducted the OPAP programs on the Dog River, Orbit Lake, Mirage Lake and Buck Lake prospects.

I took part in the litho-geochemical sampling program on the Orbit Lake Prospect on October 22, 2016.

Dated at Thunder Bay, ON, Canada, this the 21st day of April, 2017.

APPENDIX I

Sample Description with Platinum, Palladium and Gold Assays

Easting	Northing	Sample #	Description	Au	Pt	Pd
288708	5426803	295053	LO, grey, green schist, qrtz, flds, epidote? diss. prt, prht, veinlets <1mm	<0.005	<0.015	<0.01
288815	5427024	295054	O, fine gr., siliceous, quartzose schist, diss. sulph.	<0.005	<0.015	<0.01
288909	5427066	295055	LO, grey, quartzitic shrd faintly foliated schist, diss. prt, prht, veinlet <1mm	<0.005	<0.015	<0.01

Abbreviations: diss – disseminated; LO – large outcrop; flds – feldspar; gr – grained; prt – pyrite; prht – pyrrhotite; qrtz – quartz; sulph - sulphide; Pt, Pd and Au in ppm.

APPENDIX II

Assay Certificates

ACCURASSAY LABORATORIES
1046 Gorham Street
Thunder Bay, ON
Canada P7B 5X5
Tel: (807) 626-1630
Fax: (807) 622-7571
www.accurassay.com
assay@accurassay.com

Thursday, November 10, 2016

Final Certificate

Empire Rock Minerals
702-889 W Pender Street
Vancouver, BC, CAN
V6C3B2
Email: bmolak@hotmail.com

Date Received: 10/28/2016
Date Completed: 11/09/2016
Job #: 201642231
Reference:
Sample #: 31

Acc #	Client ID	Ag ppm	Al %	As ppm	B ppm	Ba ppm	Be ppm	Bi ppm	Ca %	Cd ppm	Co ppm	Cr ppm	Cu ppm	Fe %	K %	Li ppm	Mg %	Mn ppm	Mo ppm	Na %	Ni ppm	P ppm	Pb ppm	Sb ppm	Se ppm	Si %	Sn ppm	Sr ppm	Ti ppm	Tl ppm	V ppm	W ppm	Y ppm	Zn ppm
228008	295053	<1	1.14	<2	35	9	<2	<1	1.10	<4	23	37	531	2.94	0.01	25	0.65	295	5	0.03	61	293	7	<5	<1	0.04	<10	82	1265	4	25	<10	2	21
228009	295054	<1	0.77	23	37	14	<2	<1	0.23	<4	10	37	44	4.56	0.38	28	0.43	458	4	0.08	32	342	<1	<5	4	0.02	<10	9	1122	<2	35	<10	2	51
228010	295055	<1	0.44	22	34	11	<2	<1	0.20	<4	17	48	56	3.65	0.20	18	0.19	186	4	0.07	31	209	<1	<5	5	0.02	<10	9	1029	<2	26	<10	<2	15

PROCEDURE CODES: ALP1, ALPG1, ALXR1, ALAR1, ALNiAR2

The results included on this report relate only to the items tested.
The Certificate of Analysis should not be reproduced except in full, without the written approval of the laboratory.

Certified By: Jason Moore, VP Operations, Assayer

-2371-11/10/2016 2:26 PM

ACCURASSAY LABORATORIES
1046 Gorham Street
Thunder Bay, ON
Canada P7B 5X5
Tel: (807) 626-1630
Fax: (807) 622-7571
www.accurassay.com
assay@accurassay.com

Wednesday, November 9, 2016

Final Certificate

Empire Rock Minerals
702-889 W Pender Street
Vancouver, BC, CAN
V6C3B2
Email: bmolak@hotmail.com

Date Received: 10/28/2016
Date Completed: 11/09/2016
Job #: 201642231
Reference:
Sample #: 31

Acc #	Client ID	Au g/t (ppm)	Pt g/t (ppm)	Pd g/t (ppm)
228008	295053	<0.005	<0.015	<0.01
228009	295054	<0.005	<0.015	<0.01
228010	295055	<0.005	<0.015	<0.01

APPLIED SCOPES: ALP1, ALPG1, ALXR1, ALAR1

Validated By: Jason Moore, VP Operations, Assayer

Certified By: Jason Moore, VP Operations, Assayer

Authorized By: Derek Demianiuk, VP Quality

The results included on this report relate only to the items tested.
The Certificate of Analysis should not be reproduced except in full, without the written approval of the laboratory.

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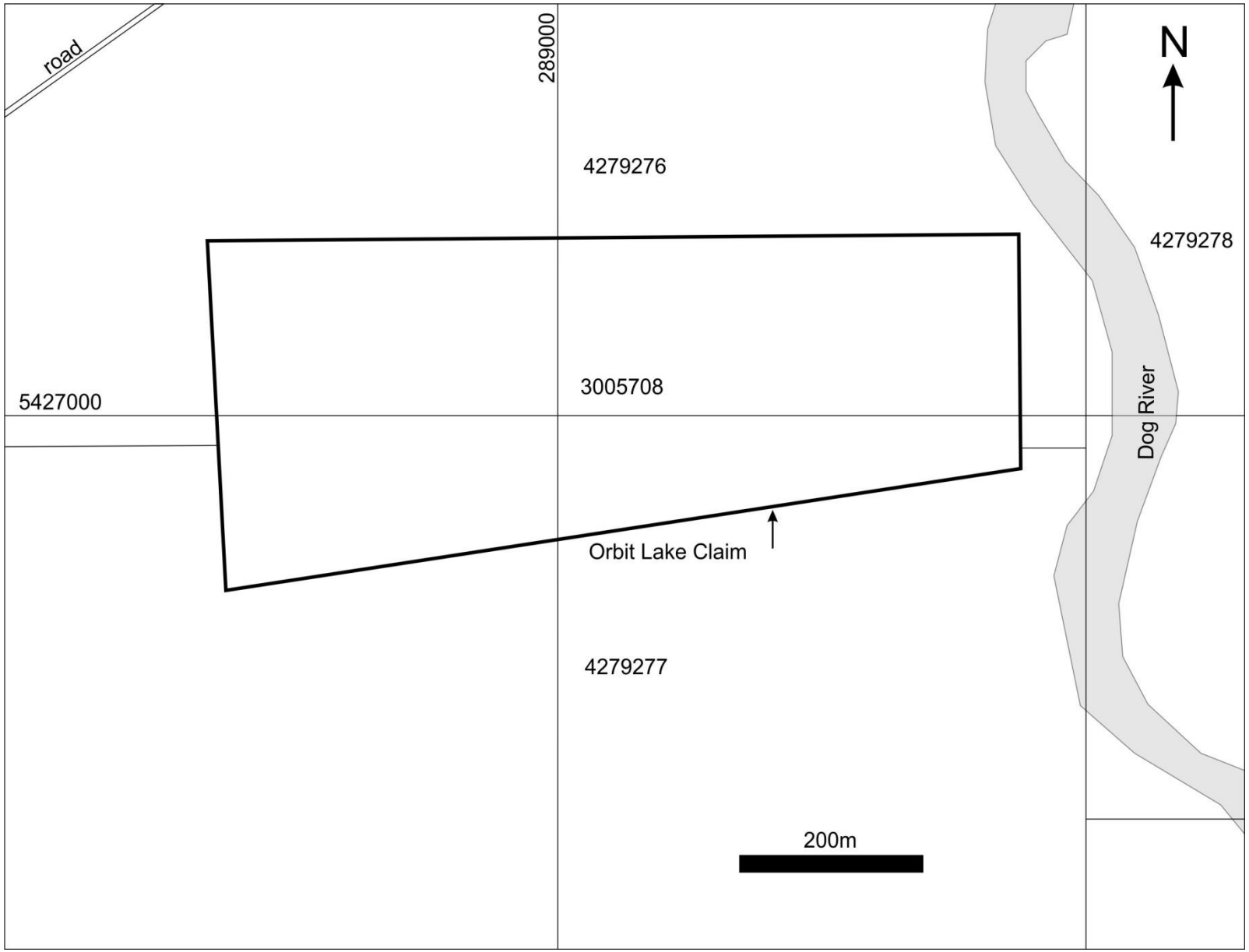
Page 1 of 3

APPENDIX III
Orbit Lake Prospect, Claim Map


road
289000
N
4279276
4279278
3005708
5427000
Dog River
Orbit Lake Claim
4279277
200m