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REPORT ON 2017 EXPLORATION

ON THE GWYN LAKE GOLD PROSPECT,

NORTH-WESTERN ONTARIO, CANADA

Thunder Bay Mining Division

McComber and Vincent Townships
(G-0166, G-0163)

NTS N49.63464 Latitude, W87.77830 Longitude
UTM (NAD83) Zone 16
443800E and 5498300N

Prepared for

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

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Date: November 09, 2017

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SUMMARY

The Gwyn Lake Gold Prospect ("GLGP") is situated approximately 15 km east of Beardmore, North-western Ontario, within the Thunder Bay Mining Division. It lies within the Beardmore-Geraldton Gold Camp ("BGGC"), a well-known gold mining district that reportedly produced more than 4 million ounces (127.4 tonnes) of gold with combined average grade 0.37 oz (11.5 g /t) gold. Strata-bound gold mineralization occurs in the greenstone-belt-hosted banded iron formation ("BIF"), which is part of the Wabigoon Sub-province of the Superior Province within the Canadian Shield.

Buck Lake Ventures Ltd. ("Buck") optioned the Gwyn Lake Claims in 2003 from prospector F. A. Houghton and in 2009, Buck's successor Ultra Uranium Corp. ("Ultra") optioned two new claims adjoining the claim block to the west. In 2010, Ultra optioned 70 % interest to Pierre Enterprises Ltd. and Ultra's successors Ultra Resources Corp., Empire Rock Minerals Inc., and Empire Metals Corp. ("Empire") continued to explore the property..

The 2008 – 2010 exploration programs not only confirmed the gold-bearing zones on the historical Dominion, Ralph Lake, Orion – Blacksmith and Delbridge showings, but also located several new promising gold mineralized zones within them and in their extensions. The Gwyn Lake Showing with its extensions appears to represent one of the best drilling targets.

During the years 2014 - 2016 Ultra's successor Empire continued to work the Gwyn Lake Gold Prospect ("GLGP"), targeting both, the BIF's and the gabbroic rocks as possible sources of platinum group minerals. Based on the work to-date, further work is warranted and the writers recommend systematic chip and channel sampling of the BIF and gabbro outcrops and a remediation of the historical stripped areas to allow for additional stripping and sampling.

1. INTRODUCTION

Empire retained the first writer in May 2017 to conduct an exploration program on the GLGP and to prepare a report with recommendations for further work. The first writer is a consulting geologist and a Professional Geoscientist (BC) with over forty five years of experience in mineral exploration. The second writer is the claim holder and a well-known prospector in the Beardmore area with over forty years of experience in mineral prospecting and exploration.

The writers with an assistant worked the GLGP claims from May 19 to May 23, 2017. The work consisted of outcrop mapping and chip sampling on the claims 3011488, 3011477 and 4209002. The first writer transported samples to Activation Laboratories Ltd. in Thunder Bay.

For parts of this report the writers relied on the work of other experts, on the assessment reports generated from previous exploration and research programs and on information available from the Ministry of Northern Development and Mines, Ontario ("MNDM") website. The information by other experts who are not qualified persons for this project is generally presented without comments, and is to the best of writers' knowledge and experience correct and suitable for inclusion in this report. The writers took steps to verify the previous exploration and assay results by re-examining and re-sampling the anomalous areas. The sources of all information not based on personal examination are quoted in the References item. The claims description provided herein relates to the status as of November 05, 2017.

1.1. Location and Access

The Gwyn Lake Gold Prospect lies approximately 200 km north-northeast of Thunder Bay in Northwestern Ontario, within the Thunder Bay Mining Division (Figs. 1, 2). The prospect is centered about 15 kilometers east of Beardmore at N49.63464 latitude and W87.77830 longitude (map sheet G-0166 and G-0163) and the UTM coordinates for the CZ of the prospect are approximately 443800 E and 5498300 N (NAD83) on the NTS UTM zone 16. The prospect is comprised of 14 claims (89 claim units) covering approximately 1,424 hectares and lies in a previously under-explored area.

1.2. The Claims

The GLGP claim status as of November 5, 2017 is listed in table below:

Tenure Number	Township	Units	Due date	Rec. Holder	Reserve
3005108	McComber	16	2018-02-20	Houghton F. A.	2
3005109	Vincent	1	2018-02-20	Houghton F. A.	0
3005110	McComber	3	2018-02-20	Houghton F. A.	33
4209001	McComber	12	2018-11-24	Houghton F. A.	401
4209002	McComber	16	2018-11-24	Houghton F. A.	23,395
3011477	McComber	4	2018-11-10	Houghton F. A.	0
3011478	Vincent	10	2017-11-10	Houghton F. A.	900
3011479	Vincent	2	2017-11-10	Houghton F. A.	0
3018950	McComber	3	2017-11-10	Houghton F. A.	0
3011887	Vincent	1	2017-11-10	Houghton F. A.	0
3011487	Vincent	2	2018-11-10	Houghton F. A.	0
3011488	Vincent	6	2017-11-10	Houghton F. A.	1,476
4225181	McComber	2	2018-01-17	Houghton F. A.	0
4225182	McComber	11	2018-01-17	Houghton F. A.	0
TOTAL		**89**			26,207

Recorded holders of the adjacent claims are Maki, N. R. (claims 1138900, 1197034, 603295, 603296 and 603297), TLC Explorations Inc. (claims 4203994, 4210062 and 4215198) and Skalesky A. (claim 862665). Adjoining to the east and west are active mining leases owned by Goldstone Resources Inc., Tombill Mines Ltd., and by other undisclosed holders.

1.3. Topography, Vegetation and Local Resources

Topography in the GLGP area is flat to gently rolling with elongated hills aligned east-northeast, parallel to regional geological structure. The relief ranges from 350 meters to 400 meters above sea level. The bedrock is exposed in places in the form of hummocky outcrops.

Vegetation consists of mature stands of spruce, pine, balsam and birch with moss-covered regolith and some underbrush in the forested areas. Patchy areas of thick willow bushes are

common. Swampy areas and lakes occupy much of the lower relief and often contain willow and labrador tooth vegetation. The climate in the area is typical of north-western Ontario. Warm summers and long, cold winters with average annual temperatures from – 37 to + 35 ºC, annual rainfall from 50 to 63 centimeters and snow precipitation from 13 to 25 centimeters (water equivalent). The prevailing wind direction is westerly, most of the year.

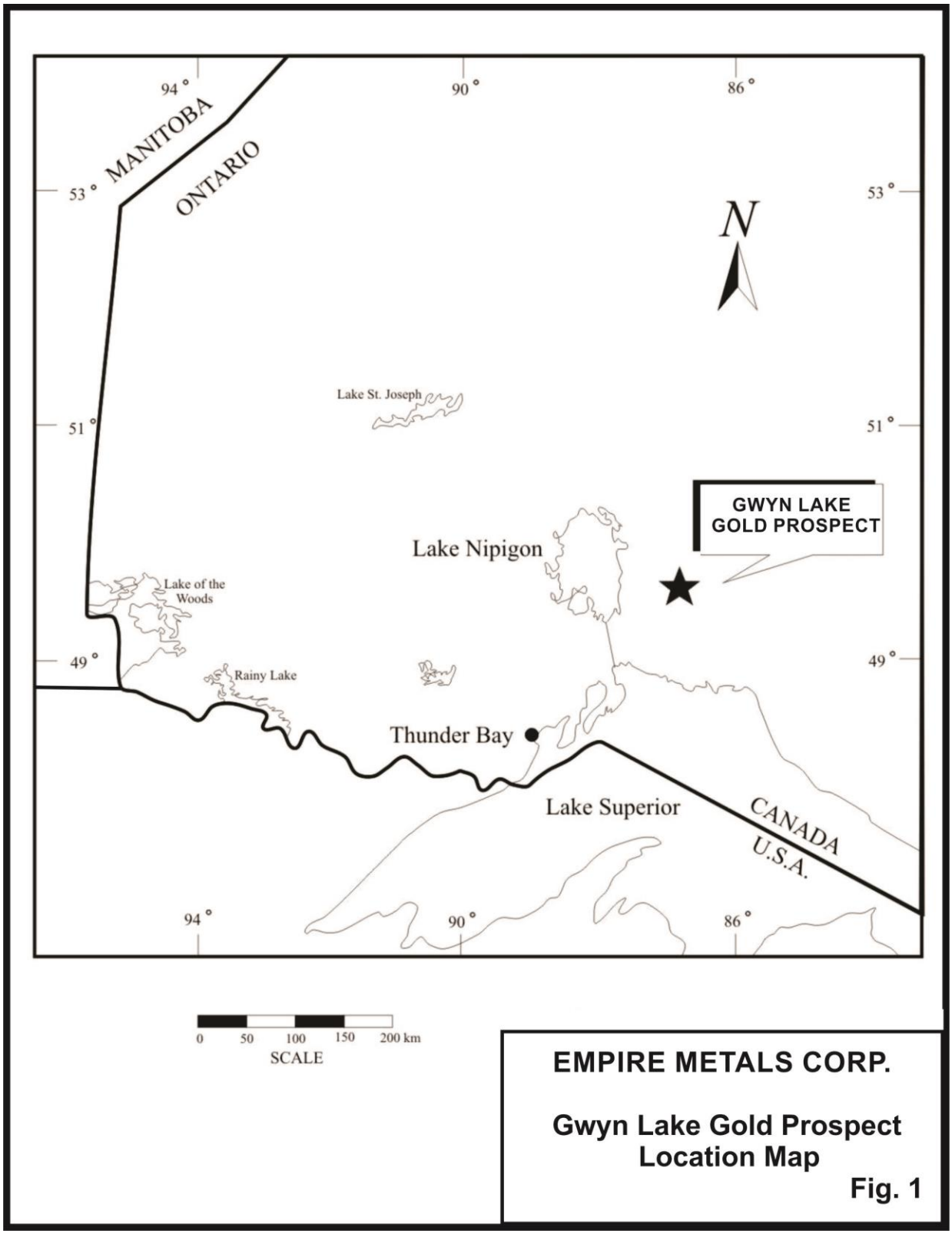
Power and gas are within two kilometers of the claim boundary and qualified manpower is available in Beardmore and nearby communities. The town of Thunder Bay is the closest industrial centre that provides most services needed for mineral exploration.

1.4. History

Early 1900's: the first production phase from the gold mines located within BGGC, which ranked among the top five in Canada with production of 4.1 million ounces of gold from 19.5 million tons of ore and a combined average grade 0.21 oz gold/ton (6.5 g/t), (Malouf, 2003).

Early 1930s: extensive exploration including trenching, drilling and geophysical surveys conducted on the Vega-Craskie claims east of Gwyn Lake.

1929: trenching on the former Colins, Webster Holmes and Humphries holdings (Langford, 1929). One trench uncovered a 10 feet (3.04 meters) wide iron band running along strike for 30 chains (~ 604 meters). This band contained over 5 feet of arsenopyrite, pyrite and chalcopyrite and the best gold assay returned $ 3.20 over five feet (1.52 meters). Minor exploration was conducted from the Gwyn Lake area including hand trenching and sampling. One of the MNDM reports describes a mineralization within the southern zone, comprised of several sub-parallel veins, the largest being 50 meters long, five meters thick and open in both directions. Chip sampling from the vein returned up to 1.23 oz/t (38.25 g/t) gold over two feet.


94 °
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GWYN LAKE
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Lake Nipigon
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Rainy Lake
Thunder Bay
Lake Superior
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SCALE
EMPIRE METALS CORP.
Gwyn Lake Gold Prospect
Location Map
Fig. 1

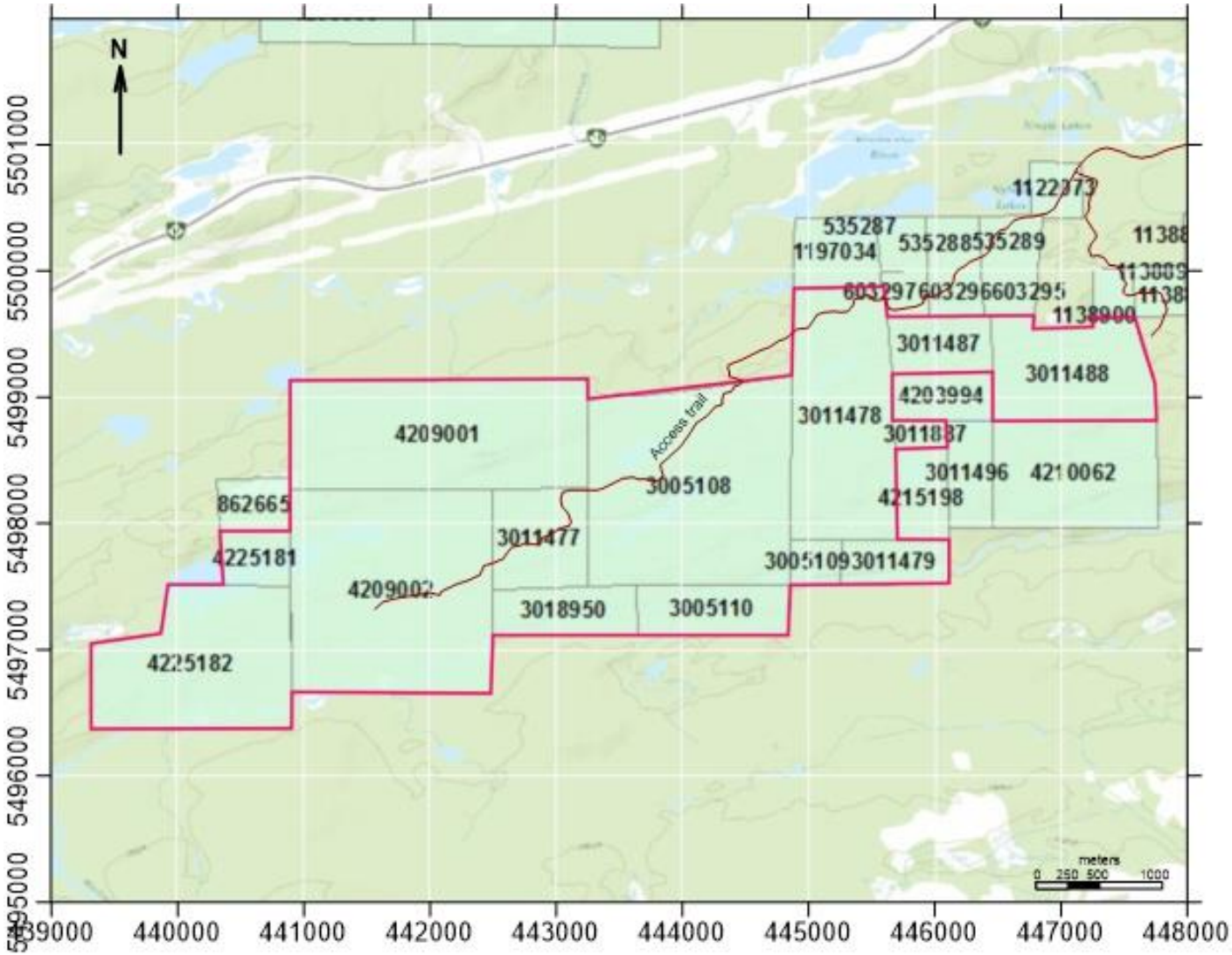


Fig. 2: Gwyn Lake Gold Prospect, claim block perimeter (map from ArcMap 10.5).

1985: an airborne magnetometer and VLF EM geophysical survey flown over the GLGP. Three prominent east – west trending geophysical anomalies were detected.

2003-2005: Buck Lake Ventures Ltd. ("Buck") optioned the GLGP from F. A. Houghton and conducted a reconnaissance program to map, trench and sample the geophysical anomalies. Grab and chip samples from the hand dug channels from the North and South zones included 4.56 ppm over 2.5 meters and 7.44 ppm gold over 0.27 meter in the former and up to 5.33 ppm gold over 2 meters in the latter zone (Brickner, 2005; Molak et al., 2006.

2007-2009: Buck changed its name to Ultra Uranium Corp. ("Ultra") and New Claims (13 units) adjoining the Extension Claims in the southwest were optioned. Ultra's work included an extensive trail cutting, stripping and systematic channel-sampling of the BIF exposures within the GLGP. More than 500 continuous channel, chip and grab samples were collected and many assays from the Gwyn Lake showing, Ralph Lake showing, Camp Lake showing, # 12 showing, Blacksmith – Orion and other showings returned ore-grade gold values (Molak, 2009).

2010: Ultra entered into an option agreement with Pierre Enterprises Ltd. ("Pierre"), and continued to explore the GLGP by stripping and continuous channel sampling of the historical Orion – Blacksmith showing and the Gwyn Lake showing extensions (Molak, 2010).

2014: Under a new name Ultra Resources Corp., the company conducted further chip, grab and channel sampling on the Dominion, Ralph Lake, Gwyn Lake and # 11 showings. A total of 38 samples were collected and the assays from Dominion showing (18 continuous channel samples) returned a weighted average of 1.40 g/t gold over an average width 0.78 m. These values compared well with the previously reported weighted average of 1.54 ppm gold over an average width 0.74 meter from the neighboring # 12 showing. The two gold-mineralized zones remained open in both directions (Molak, 2014).

2015 - 2016: Ultra under a new name Empire Rock Minerals Inc. ("Empire") continued to work the claims by further channel sampling of the Dominion showing and outcrop mapping and chip sampling on the claims 3011478 and 3011488 (Molak and Houghton, 2016, 2017).

2017: Empire conducted a rock geochemical survey on the 3011477, 3011488 and 4209002 claims and the results are presented in this report.

1.5. Regional Geology

The Beardmore-Geraldton area lies along the southern margin of the Archean Wabigoon subprovince of the Superior Province within the Canadian Shield. It is flanked by the Quetico subprovince in the south and the Wawa subprovince in the north. The region consists of shear-bounded, interleaved, meta-sedimentary and meta-volcanic units of Archean age, which are typically intruded by numerous bodies of various compositions. The units comprised in the area were imbricated between 2,696 and 2,691 Ma, during the thrusting and accretion of the Wabigoon, Quetico and Wawa sub-provinces. Subsequent deformation events following the accretion of these sub-provinces formed the regional BGGC.

The greenstone belts at the Central Zone of the central Wabigoon subprovince (~ 2.7 Ga) show evidence of an oceanic environment (Tomlinson et al., 1997). They are believed to be ancient volcanic arcs and/or adjacent submarine troughs. Comprised in them are banded iron formations ("BIF"), which are made up of repeated layers of iron oxides (magnetite, hematite) alternating with bands of iron-poor shale and chert. The BIFs may vary between carbonate-oxide iron-formation and arsenical sulphide-silicate iron-formation. Metamorphic grade ranges from lowest greenschist to upper amphibolite facies. Gold occurs in crosscutting quartz veins and veinlets or as fine disseminations associated with pyrite, pyrrhotite and arsenopyrite hosted in BIFs and adjacent rocks within volcanic or sedimentary sequences.

Metallogenetically, the mineralization at Gwyn Lake can be classified as an iron (ironstone) formation-hosted gold mineralization. Related metallogenetic styles include mesothermal vein mineralization (McMillan, 1996a), gold-bearing quartz veins, also termed lode veins, greenstone gold, lode gold, mesothermal gold-quartz veins, shear-hosted lode gold or low-sulphide gold-quartz veins (Ash and Alldrick, 1996), lode gold banded iron-formations (Gross, 1996) and turbidite-hosted Au-quartz veins (McMillan, 1996b). Examples of iron formation-hosted gold mineralizations include Lupin and Cullaton Lake B-Zone (Northwest Territories, Canada), Detour Lake, Madsen Red Lake, Pickle Crow, Musselwhite, Dona Lake, (Ontario,

Canada), Homestake (South Dakota, USA), Mt. Morgans (Western Australia); Morro Velho and Raposos, Mineas Gerais (Brazil); Vubachikwe and Bar 20 (Zimbabwe); Mallappakoda, Kolar District (India) (Boyle, 1979, Fyon et al., 1992, Fripp,1976, Kerswill 1993, Padgham and Brophy 1986, Rye and Rye 1974), Siddaiah et al. 1994, Thorpe and Franklin 1984, Vielreicher et al. 1994).

Blackburn et al. (1991) described two types of gold mineralization within the BGGC, the first being shear-related quartz veining and the second being pyritized BIFs. Sulphide replacement of magnetite occurs within banded iron formations, which are interbedded in the meta-volcanic greenstone. The replacement of magnetite with pyrite in the BIF followed development of a late, regional cleavage along the Wabigoon - Quetico subprovince boundary and accompanied veining and gold deposition in shear zones.

Based on classification of the Canadian gold deposits (Poulsen et al., 2000), the Gwyn Lake prospect belongs to the family of Archean gold deposits in the Superior and Slave Provinces. The Archean terranes in Canada contain an estimated 8,122 tonnes of gold, accounting for approximately 80 per cent of the country's production and reserves. In both metallogenetic provinces, the gold deposits are hosted mainly by supracrustal sequences and coeval intrusions. The majority of them occur within, or immediately adjacent to greenstone belts, commonly in spatial association with crustal-scale fault zones marking lithological boundaries.

1.6. Local Geology and Mineralization

The Archean to Proterozoic greenstone belt formation on the GLGP hosts several parallel to sub-parallel, gold-bearing east-northeast-trending BIFs. Both, the greenstones and the BIFs are folded and deformed and the latter contains shear zones and conformable or cross-cutting quartz veins, which are the principal hosts for the gold mineralization. It occurs in a native form, but more commonly in association with disseminated, or massive sulphides, mainly arsenopyrite. The mineralization often occurs in the axial plane cleavage areas or in the fold hinges.

The airborne magnetic and electromagnetic anomalies clearly delineate the BIFs and are suitable guides to mineralization. The gold-mineralized shear zones may also occur in the weakly-magnetic greenstone and/or BIF, such as those adjoining the GLGP to the north.

The most significant gold mineralization appears to be located within a strip Dominion Showing - # 12 showing – Gwyn Lake West – Gwyn Lake – Gwyn Lake East. Combined, it measures about 1,750 meters along strike. However, there are swampy gaps within the strip, which remain to be explored. The principal ore minerals on the GLGP are pyrite, arsenopyrite, magnetite, pyrrhotite, and subordinate chalcopyrite, sphalerite, galena, stibnite, native gold and rare gold tellurides. Visible gold inclusions up to 0.5 millimeter in diameter in arsenopyrite from the Ralph Lake showing were reported (Harris in: Molak, 2009).

For more information on the regional and local geology we refer to our previous reports by Molak et al. (2006), Molak (2009), Molak and Houghton (2010, 2015a, 2015b, and 2017).

2. 2017 EXPLORATION

The writers aided by assistant George Chaboyer conducted a rock geochemistry program on the claims 3011477, 3011488 and 4209002 (Areas A and B) with an aim to map and sample the banded iron formation and the gabbroic rock as potential host rocks for the gold and planinum group mineralization. A total of 9 chip samples were collected and 7 of them were submitted for the assays at Activation Laboratories Ltd. (“AL”) in Thunder Bay.

2.1. Itinerary

May 19. 2017: F. Houghton (FH) and G. Chaboyer (GC) prepare the field gear and equipment for the fieldwork. B. Molak, PGeo, (BM) arrives at Beardmore and meets with FH and GC to discuss the fieldwork plan.

May 20, 2017: FH, GC and BM travel to the claim 3011488, traverse the area in search for the BIF and gabbro outcrops (Fig. 5). In total, six chip samples collected for the assays.

May 21, 2016: FH, GC and BM drive to the claims 3011477 and 4209002 to locate the historically reported BIF outcrops with significant gold values and to further search for the gabbro outcrops with possible PGE mineralization. One chip sample collected.

May 22, 2017: FH and GC continue to prospect and sample the area west of the 2015, 2016 channel sampling sites on the claim 4208002 (western part of Dominion showing). Two chip samples collected.

May 23, 20176: BM transports samples to Activation Laboratories in Thunder Bay for the assays.

2.2. Sampling Method and Analysis

Traversing and chip sampling on the claims 4209002, 3011477 and 3011488 (Figs. 3 to 5) was conducted with a rationale to search for additional BIFs outcrops with gold mineralization and to locate gabbroic rocks with a potential to host a PGE mineralization. In the area A (Fig. 4), three chip samples were collected, two from the Dominion showing and west of the 2014 - 2016 channel sampling sites and one to locate an ore-grade gold sample collected in 2005. Thus a traverse was made straddling the claims 4209002 and 3011477. In area B (Fig. 5), a traverse was made at the easternmost flank of the GLGP to locate the gabbroic outcrops and to collect chip samples. The sample descriptions are listed in Appendix I and the assay certificates are attached as Appendix II.

The chip samples were collected using a sledgehammer and chisel. The samples were placed in standard, polypropylene bags, provided with tags with sample numbers and closed with flagging tape. Sample locations were recorded using GPS in NAD 83 (zone 16) projection. The samples were not modified after collection. The first writer personally dispatched the samples toActivation Laboratories Ltd. (“Actlabs”) in Thunder Bay on May 23, 2017.

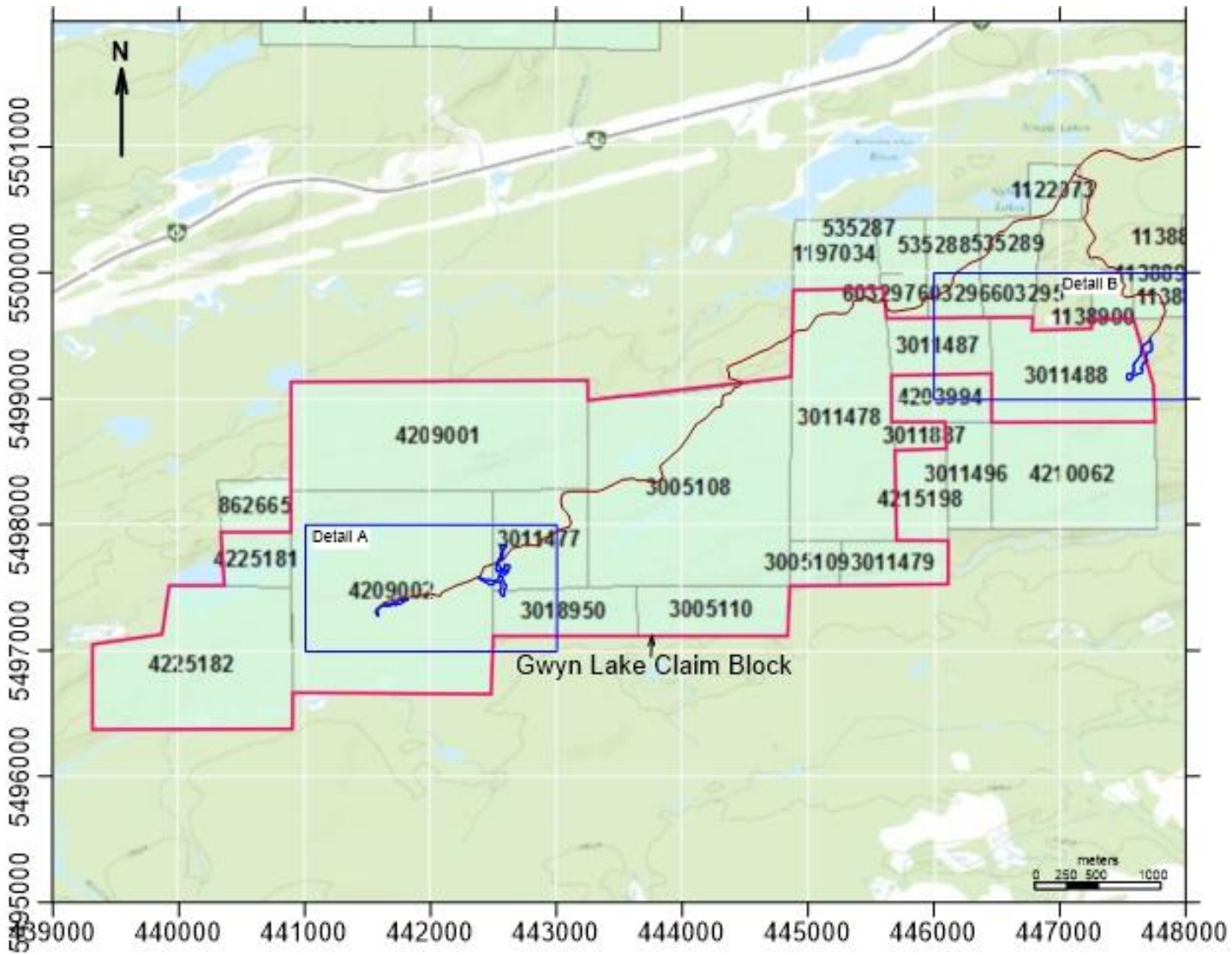


Fig. 3: Location of 2017 exploration areas with Detail A and B map outlines.

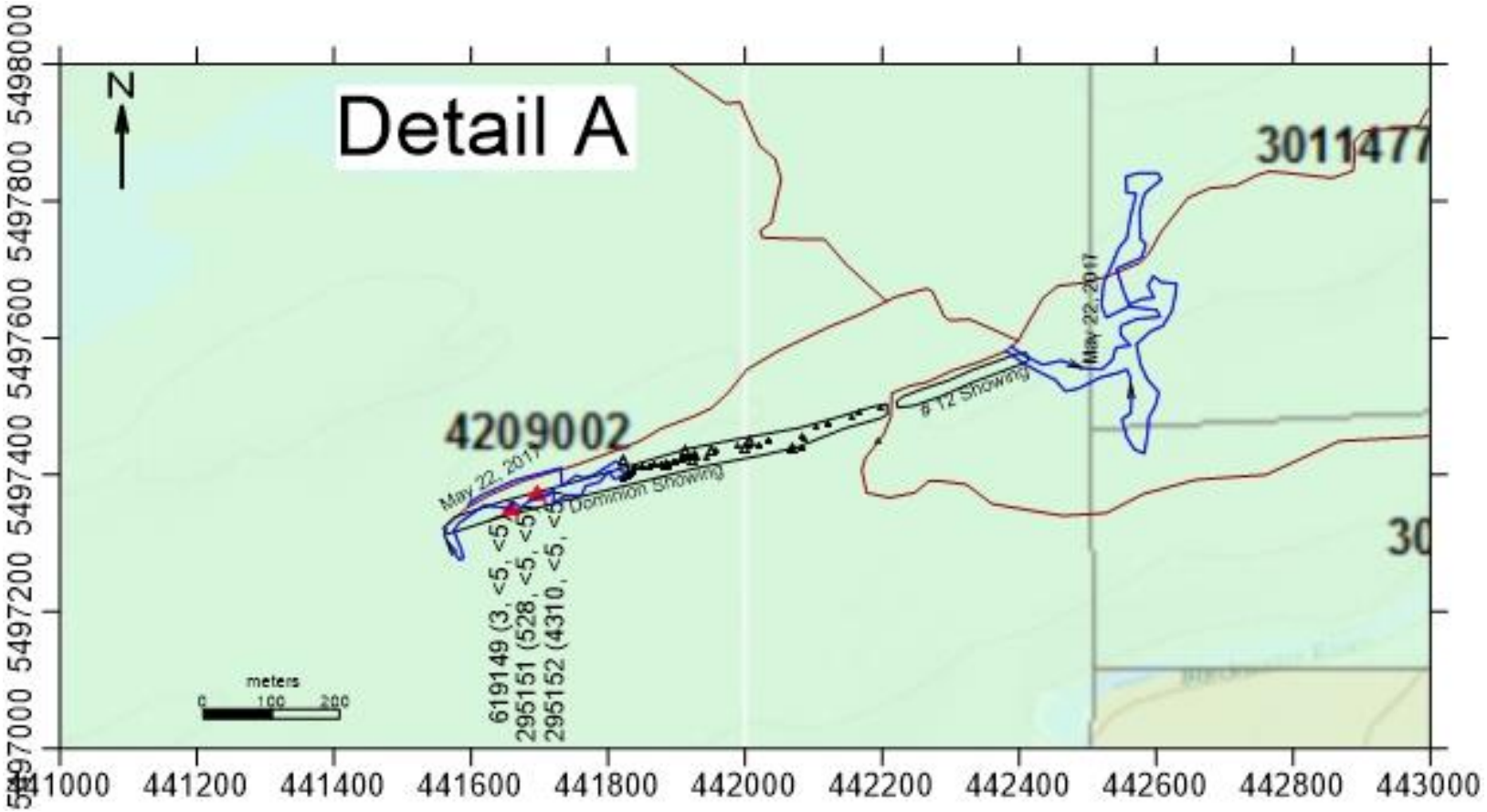


Fig. 4: Detail A map, 2017 traverses (blue lines) and sampling sites (red triangles with gold, platinum and palladium values (in ppb, in brackets; black triangles – 2014 - 2016 channel sampling sites on Dominion showing).

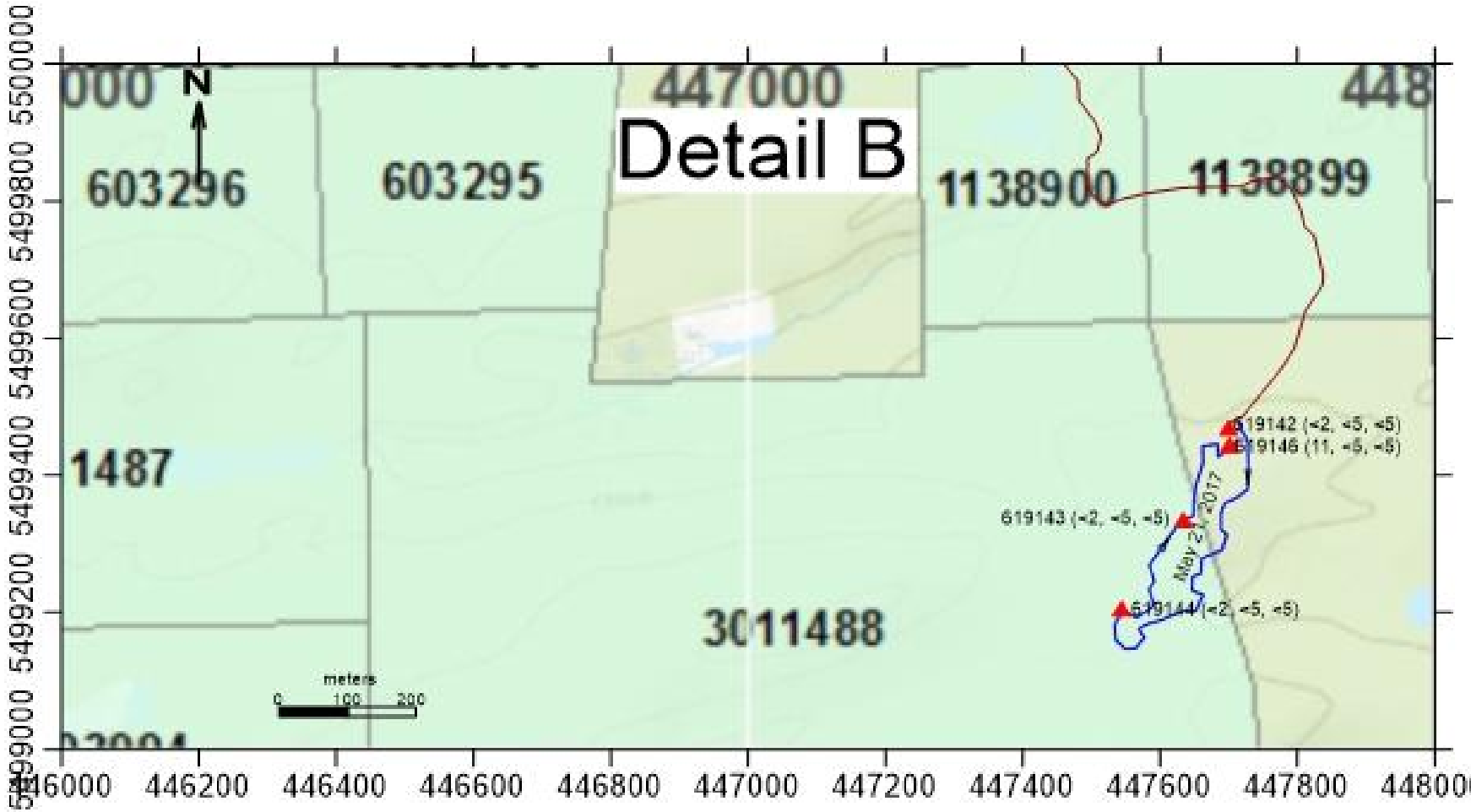


Fig. 5: Detail B map, 2017 traverse and chip sample sites (red triangles), with sample numbers and gold, platinum and palladium assays (in ppb, in brackets).

Actlabs is accredited to both ISO 17025 with CAN-P-1579 for specific registered tests. The protocol for sample preparation involves 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 to -10 mesh. Approximately 500 gram sub-sample is split and pulverized to 90 per cent - 150 mesh (105 microns). The bowls are cleaned with silica sand between each sample. Pulverized samples are matted to ensure homogeneity.

Actlabs use fire assay for determinations of platinum, palladium and gold an ICP/OES analysis and a suite of 38 elements by ICP/MS, the laboratory codes FA-ICP and AR-ICP, respectively. The protocol for fire assay involves weighing, fluxing, fusion and cupellation. A 30 gram sample mass is used. The sample weights may be changed to accommodate for the sample chemistry. A furnace load consists of 24 – 26 samples with a check of every 10^{th} sample along with a blank and quality control standard.

The samples submitted for this project did not require any preliminary treatment and could be mixed directly with the assay flux and fused. The fusing takes 75 minutes at 1000 º C and 20 – 50 gram lead buttons are cupelled at 1000 º C for 50 minutes, then digested using a nitric and hydrochloric acids and bulked up with distilled water. All samples have a final volume of 3 ml.

Calibration standards for gold, platinum, palladium, copper and nickel are made from 1000 ppm certified stock solution. Quality Control check solutions are made up from separately purchased 1000 ppm certified stock solutions and are read after the standards and periodically throughout the analysis.

Actlabs' reports are produced using a LIMS program. All duplicate assays are reported on the certificate of analysis. All data generated for Quality Control standards, blanks and duplicates are retained and used in the validation of results. Warning lines on the chart are set at ± 2 standard deviations, and control lines are set at ± 3 standard deviations. Any data that falls 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

that falls outside the ± 3 standard deviation lines will result in rejection of all results and the re-assay of the entire batch.

In-house standards are used for platinum, palladium and gold analysis. They are made up from a rock source provided to AL by a third party. The Quality Assurance (QA) sample is made in the laboratory from certified stock solutions purchased from an ISO 9000 certified supplier. The solution is different from the solution used to make calibration standards. Although a standard or quality assurance standard may not be listed by job number on the control charts, a standard and quality assurance sample was run with each job.

2.3. Quality Control

The Actlabs' analytical quality and accuracy control made for this program included one sample duplicate 295152, three standards GXR-1, GXR-4, GXR-6 for 38 elements, two standards for Au, Pt and Pd, PK2 and CDN-PGMS-25 and one blank. Their performances are displayed in Figs. 6 (a, b, c) and 7 (a, b, c). As shown, the 295152 duplicate for gold is 11 % above its original, most remaining measured vs certified standards are with 5 % ranges. The blank falls below detection limit for all elements.

In conclusion, the quality control made for this project indicates that accuracy and reproducibility of the Actlab 2017 assays are sufficient for this stage of the project.

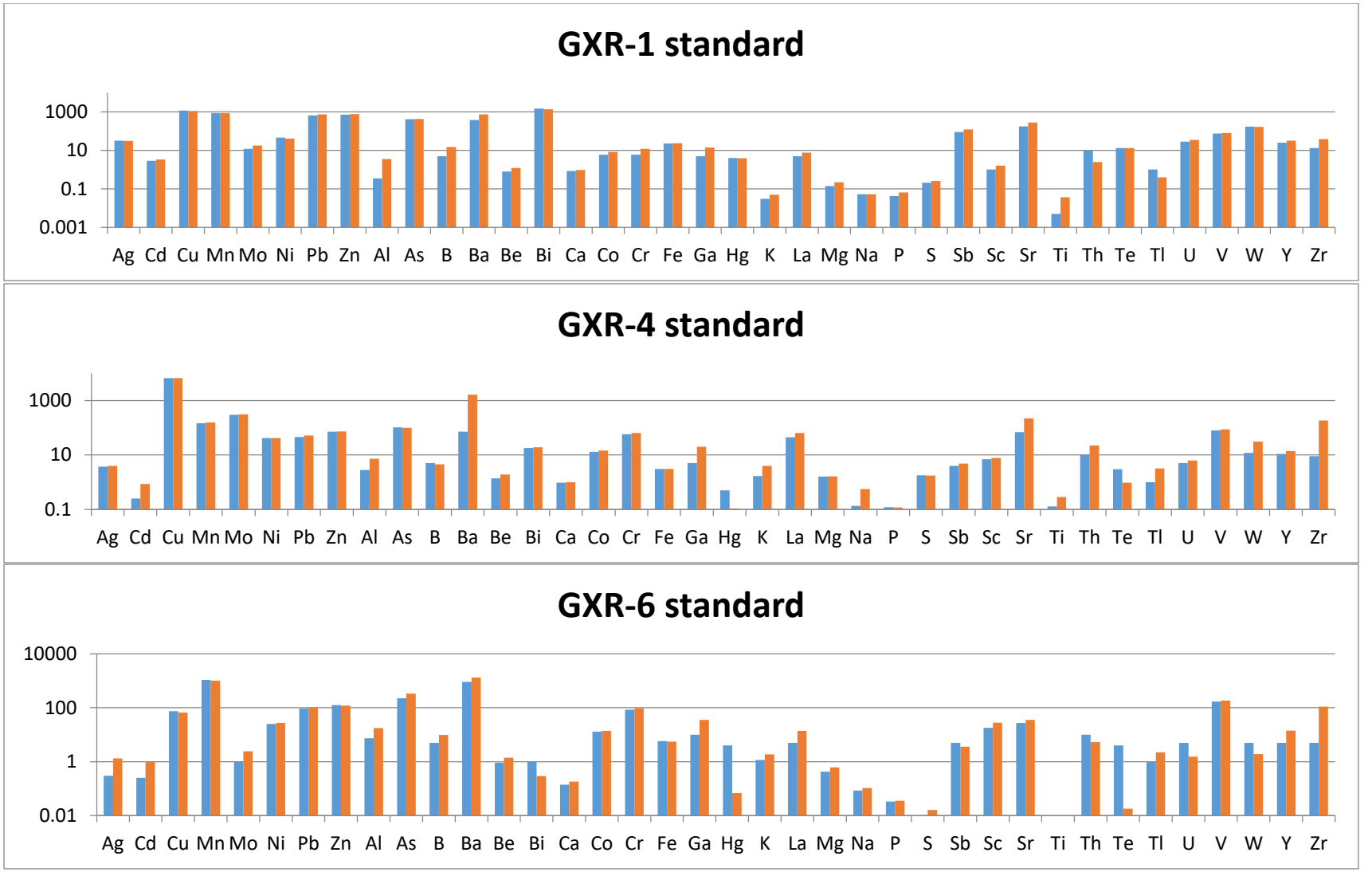


Fig. 6, a, b, c: Standards measured (blue) vs certified (brown).

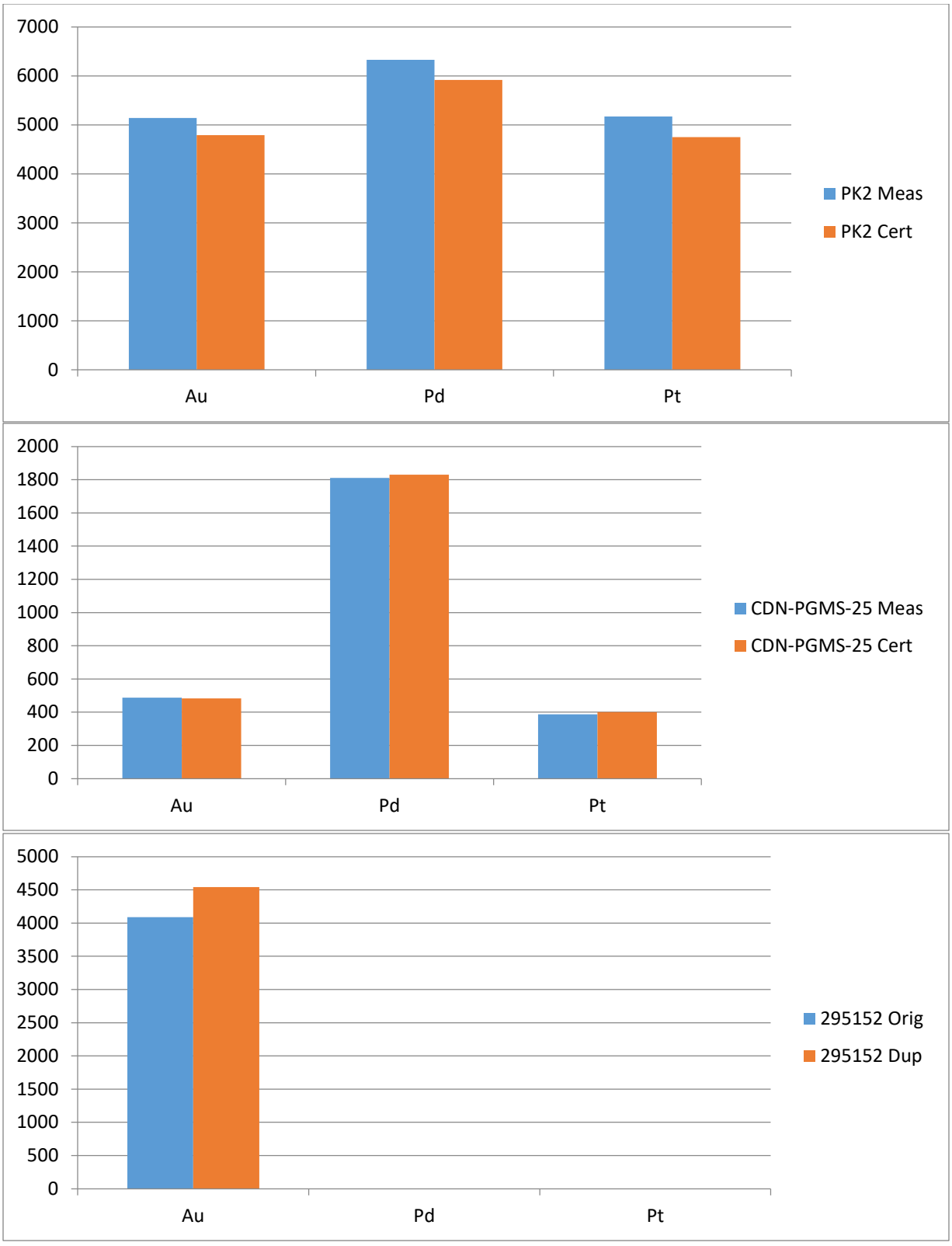


Fig. 7 (a, b, c): standards PK2 and CDN-PGMS-25 and sample 295152 vs duplicate; Pd and Pt in 295152 are below detection limit.

3. CONCLUSIONS AND RECOMMENDATIONS

The 2017 exploration program consisted of outcrop mapping and sampling on the claims 3011488, 3011477 and 4209002, with a focus on the shear zones associated with the BIF and on the gabbroic rocks with a potential to host platinum group mineralization.

Two assays from the Dominion showing returned highly anomalous to ore-grade gold. These values compare well with the previously reported values. Thus, the gold-mineralization appears to extend farther west and remains open in that direction. Chip sampling and assays of the gabbroic rocks from the claim 3011488 have shown that platinum and palladium values in all samples are below detection limit. More work is needed to ascertain if this is a general feature applicable to the whole GLGP, or a PGE mineralization can be found. Our WR analysis indicates that the gabbros from the GLGP have a high iron tholeiite affinity, whereas the mafic/ultramafic rocks (gabbro, pyroxenite) with PGE values are closer to high-magnesium affinity. This feature should be further tested.

Further work on the GLGP is warranted and should focus on the mineralized shear zones associated with the BIF in the western extension of the Dominion showings and eastern extension of the Gwyn Lake showing, with an objective to identify drilling targets. Remediation of the already sampled areas should be made to allow for further stripping. The platinum metal potential of the gabbroic rocks should be further tested.

The proposed budget for the recommended work is as follows:

Geologist (10 days @ $ 600/day)	6,000.00
Prospector (10 days @ $ 350/day)	3,500.00
Assistant (10 days @ $ 250/day)	2,500.00
Assistant (10 days @ $ 250/day)	2,500.00
Truck rent (10 days @ $ 75/day)	750.00
ATV rent (10 days @ $ 40/day)	400.00
ATV rent (10 days @ $ 40/day)	400.00
Rock saws (2 x 10 days @ $ 40/day)	800.00
Accommodation and meals (40 days @ $ 150/day)	6,000.00
Assays (100 x $ 35)	3,500.00
Gas	700.00
Mob, demob (ON only)	400.00
Report (10 %)	2,745.00
Total	**30,195.00**

5. REFERENCES

Ash, C. and Alldrick, D., 1996: Au-quartz Veins; in: Selected British Columbia Mineral Deposit Profiles, Volume 2 - Metallic Deposits, Lefebure, D. V. and Hõy, T., (Eds.), British Columbia Ministry of Employment and Investment, Open File 1996-13, p. 53-56.

Blackburn, C. E., John, G. W., Ayer, J., Davis, D. W., 1991: Wabigoon Subprovince; in Thurston, P. C., Williams, H. R., Sutcliffe, R. H., and Stott, G.M., (Eds.), Geology of Ontario: Ontario Geological Survey Special Volume 4, Part 1, p. 303 -381.

Brickner, R., 2005: Report of Exploration on Gwyn Lake Property, Beardmore – Geraldton Area, NW Ontario; for Buck Lake Ventures Ltd.

Boyle, R. W., 1979: The Geochemistry of Gold and its Deposits; Geological Survey of Canada, Bulletin 280, 584 p.

Fripp, R. E. P., 1976: Stratabound Gold Deposits in Archean Banded Iron-Formation, Rhodesia; Economic Geology, Vol. 71, p. 58-75.

Fyon, J. A., Breaks, F. W., Heather, K. B., Jackson, S. L., Muir, T. L., Stott, G. M. and Thurston, P. C., 1992: Metallogeny of Metallic Mineral Deposits in the Superior Province of Ontario; in Geology of Ontario, Ontario Geological Survey, Spec. Vol. 4, Part 2, p. 1091-1174.

Gross, G. A., 1996: Algoma-type Iron-formation, in Selected British Columbia Mineral Deposit Profiles, Volume 2 - Metallic Deposits, Lefebure, D.V. and Hõy, T, (Eds.), British Columbia Ministry of Employment and Investment, Open File 1996-13, p. 25-28.

Harris J. F. 2008: Petrographic examination of polished sections from Gwyn Lake Prospect, Northwest Ontario; (in: Molak, 2009).

Kerswill, J.A., 1993: Models for Iron-formation-hosted Gold Deposits; in Mineral Deposit Modeling, Kirkham, R.V., Sinclair, W.D., Thorpe, R.I. and Duke, J.M., (Eds.), Geological Association of Canada, Special Paper 40, p. 171-200.

Langford, B., 1929: Geology of the Beardmore–Nezah Gold Area, Thunder Bay District. Ontario Dept. of Mines, 37th Annual Report.

Malouf, D., 2003: President's Letter to Shareholders. Roxmark Mines Ltd., 2003 Annual Report.

McMillan, R.H., 1996a: Iron formation-hosted Au, in Selected British Columbia Mineral Deposit Profiles, Volume 2 - Metallic Deposits, Lefebure, D.V. and Hõy, T., (Eds.), British Columbia Ministry of Employment and Investment, Open File 1996-13, p. 63-66.

Molak, B., Brickner, R. and Brown, E., 2006: Geological Report on the Gwyn Lake Property; Assess. Report for Pierre Enterprises Ltd.

http://www.geologyontario.mndmf.gov.on.ca/mndmfiles/afri/data/imaging/20000001696//20002841.pdf.

Molak, B., 2009: Geological Report on the Gwyn Lake Property; Technical Report for Ultra Uranium Corp. http://www.sedar.com/GetFile.do?lang=EN&docClass=24&issuerNo=00006157&fileName=/csfsprod/data97/filings/01409666/00000002/C%3A%5CGWREP240409.pdf

Molak, B and Houghton , F. A., 2010: Geological Report on the Gwyn Lake Property, Assess. Report 2.46688; for Ultra Uranium Corp. http://www.geologyontario.mndmf.gov.on.ca/mndmfiles/afri/data/imaging/20000005755//20008117.pdf.

Molak and Houghton F. A. 2015a: Geological Report on the Gwyn Lake Property; for Ultra Resources Corp.

Molak and Houghton F. A. 2015b: Report of Exploration on the Gwyn Lake Gold Prospect; for Empire Rock Minerals Inc.

Molak and Houghton F. A. 2017: Report of Exploration on the Gwyn Lake Gold Prospect; for Empire Rock Minerals Inc.

Padgham, W.A. and Brophy, J.A., 1986: Gold Deposits of the Northwest Territories; in Gold in the Western Shield, Canadian Institute of Mining and Metallurgy, Spec. Vol. 38, p. 2-25.

Poulsen, K. H., Robert F. and Dube, B., 2000: Geological Classification of Canadian Gold Deposits. Bull. 540, Geol. Surv. of Canada.

Rye, D. M. and Rye, R. O., 1974: Homestake Gold Mine, South Dakota: I. Stable Isotope Studies; Economic Geology, Vol. 69, p. 293-317.

Siddaiah, N. S., Hanson, G. N. and Rajamani, V., 1994: Rare Earth Element Evidence for Syngenetic Origin of an Archean Stratiform Gold Sulfide Deposit, Kolar Schist Belt, South India; Economic Geology, Vol. 89, p. 1552-1566.

Tomlinson, K. Y., Stevenson, R. K., Hughes D. J., Hall, R. P., Thurston, P. C. and Henry, P., 1998: The Red Lake Greenstone Belt, Superior Province: Evidence of Plume-related Magmatism at 3 Ga and Evidence of an Older Enriched Source; Precambrian Research, Vol. 89, p. 59 – 76.

Vielreicher, R. M., Groves, D. I., Ridley, J. R. and McNaughton, N. J., 1994: A Replacement Origin for the BIF-hosted Gold Deposit at Mt. Morgans, Yilgarn Block, W. A.; Ore Geology Reviews, Vol. 9, p. 325-347.

www.sedar.com, Empire's MD&A and Interim financial statements.

6. STATEMENT OF QUALIFICATIONS

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

1. I am a self-employed Professional Geoscientist residing at 312, 9298 University Crescent, Burnaby, BC., V5A 4X8, Canada.

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

3. I graduated from the Comenius University of Czechoslovakia with a Bachelor of Science (Mgr.) in Economic Geology in 1970. The same university awarded me the degree Master of Science in Economic Geology (RNDr.) in 1980 and the degree Doctor of Philosophy (CSc.) in 1990. I have practiced my profession continuously since 1970.

4. My geological practice includes research, prospecting, and exploration for precious, base, ferrous and other metals in Slovakia, Zambia, Cuba, Guinea, Canada, Chile and Argentina.

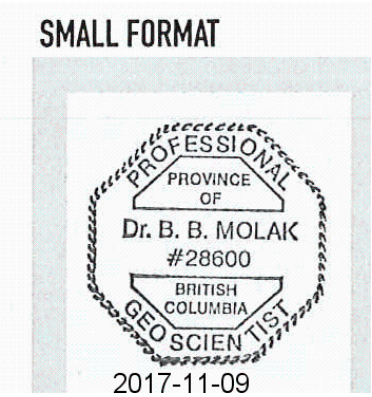
5. Since July 2003 until present I am a self-employed, consulting geoscientist.

6. I conducted the field work and supervised the exploration programs on the Gwyn Lake Gold Prospect in 2005, 2007, 2008, 2010, 2014, 2015, 2016 and 2017. I am responsible for all items in this report except the item "In account with Xyquest Mining Corp.", which was prepared by Xyquest Mining Corp.

7. I am the Qualified Person for the purposes of this report. I am responsible for all items in this report except the Item 4: In Account with Xyquest Mining Corp., which was prepared by Empire Metals Corp.

8. The sources of all information not based on personal examination are quoted in the References item. As of the date of this Certificate 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.

9. I am independent of Empire Metals Corp.



Dated at Vancouver, BC, Canada, this 9th day of November, 2017.

APPENDIX I

Sample descriptions with gold, platinum and palladium assays

Easting	Northing	Sample #	Description	Au	Pt	Pd
441824	5497395	619142	Outcrop, greenstone contacts leucogabbro (?), biotite, chlorite, feldspar, Fe-oxidic infiltrations	< 2	< 5	< 5
441824	5497395	619143	Large outcrop, leucogabbro (?) with strongly Fe-oxidic portions, (looks like gossan)	< 2	< 5	< 5
441829	5497403	619144	Outcrop, medium-grained amphibolite, gabbro (?), plagioclases, tiny disseminated sulphides ~ 2%	< 2	< 5	< 5
441830	5497399	619146	Outcrop, fine-grained gabbro (?), feldspar, tiny disseminated sulphides ~ 2%	11	< 5	< 5
441830	5497399	619149	Outcrop, sheared greenstone (dissitegrates into platelets), a quartz lense 0.5 m long, rich in Fe-oxides	3	< 5	< 5
441833	5497401	295151	Float (near to an outcrop), a porphyry (?) with pyrite dissemination	528	< 5	< 5
441833	5497401	295152	Float, a quartz lense with sulphidic mineralization	4310	< 5	< 5

APPENDIX II

Assay Certificates

Quality Analysis ... *Innovative Technologies*

Date Submitted: 24-May-17
Invoice No.: A17-05140
Invoice Date: 02-Jun-17
Your Reference:

Boris Molak
702-889 W. Pender St
Vancouver BC
Canada

ATTN: Boris Molak

CERTIFICATE OF ANALYSIS

7 Rock samples were submitted for analysis.

The following analytical package(s) were requested: Code 1C-OES-Tbay Fire Assay ICPOES (QOP Fire Assay Tbay)

Code 1E3-Tbay Aqua Regia ICP(AQUAGEO)

REPORT **A17-05140**

Notes:

Values which exceed the upper limit should be assayed for accurate numbers.

CERTIFIED BY:

Emmanuel Eseme , Ph.D.
Quality Control

ACTIVATION LABORATORIES LTD.
1201 Walsh Street West, Thunder Bay, Ontario, Canada, P7E 4X6
TELEPHONE +807 622-6707 or +1.888.228.5227 FAX +1.905.648.9613
E-MAIL Tbay@actlabs.com ACTLABS GROUP WEBSITE www.actlabs.com

Analyte Symbol	Au	Pd	Pt	Ag	Cd	Cu	Mn	Mo	Ni	Pb	Zn	Al	As	B	Ba	Be	Bi	Ca	Co	Cr	Fe	Ga	Hg
Unit Symbol	ppb	ppb	ppb	ppm	ppm	ppm	ppm	ppm	ppm	ppm	ppm	%	ppm	ppm	ppm	ppm	ppm	%	ppm	ppm	%	ppm	ppm
Lower Limit	2	5	5	0.2	0.5	1	5	1	1	2	2	0.01	2	10	10	0.5	2	0.01	1	1	0.01	10	1
Method Code	FA-ICP	FA-ICP	FA-ICP	AR-ICP	AR-ICP	AR-ICP	AR-ICP	AR-ICP	AR-ICP	AR-ICP	AR-ICP	AR-ICP	AR-ICP	AR-ICP	AR-ICP	AR-ICP	AR-ICP	AR-ICP	AR-ICP	AR-ICP	AR-ICP	AR-ICP	AR-ICP
619142	< 2	< 5	< 5	0.2	< 0.5	429	759	< 1	11	6	36	2.37	6	< 10	12	< 0.5	< 2	2.69	31	9	8.22	< 10	2
619143	< 2	< 5	< 5	< 0.2	< 0.5	92	512	< 1	47	< 2	28	2.59	30	< 10	10	< 0.5	< 2	2.33	21	24	3.13	< 10	< 1
619144	< 2	5	< 5	< 0.2	< 0.5	93	1020	< 1	118	< 2	65	3.93	4	< 10	< 10	< 0.5	< 2	2.90	38	82	6.75	< 10	2
619146	11	< 5	< 5	0.5	< 0.5	544	478	8	20	< 2	75	2.31	3	< 10	< 10	< 0.5	< 2	0.10	16	50	17.6	10	< 1
619149	3	< 5	< 5	< 0.2	0.5	95	1990	< 1	70	< 2	96	2.87	117	< 10	83	< 0.5	< 2	3.51	49	103	10.5	< 10	2
295151	528	< 5	< 5	< 0.2	< 0.5	267	872	< 1	2	3	37	0.22	6820	< 10	12	< 0.5	3	0.17	1	11	14.1	< 10	< 1
295152	4310	< 5	< 5	1.6	< 0.5	242	380	3	11	< 2	62	1.30	> 10000	< 10	< 10	< 0.5	< 2	0.11	111	41	9.45	< 10	< 1

Analyte Symbol	K	La	Mg	Na	P	S	Sb	Sc	Sr	Ti	Th	Te	Tl	U	V	W	Y	Zr
Unit Symbol	%	ppm	%	%	%	%	ppm	ppm	ppm	%	ppm	ppm	ppm	ppm	ppm	ppm	ppm	ppm
Lower Limit	0.01	10	0.01	0.001	0.001	0.01	2	1	1	0.01	20	1	2	10	1	10	1	1
Method Code	AR-ICP	AR-ICP	AR-ICP	AR-ICP	AR-ICP	AR-ICP	AR-ICP	AR-ICP	AR-ICP	AR-ICP	AR-ICP	AR-ICP	AR-ICP	AR-ICP	AR-ICP	AR-ICP	AR-ICP	AR-ICP
619142	0.02	< 10	1.57	0.034	0.072	1.86	5	7	23	0.49	< 20	3	< 2	< 10	158	< 10	18	13
619143	0.01	< 10	1.52	0.067	0.016	0.05	3	6	38	0.35	< 20	6	< 2	< 10	86	< 10	6	3
619144	< 0.01	< 10	2.98	0.047	0.033	0.07	3	9	36	0.43	< 20	2	2	< 10	138	< 10	10	3
619146	< 0.01	< 10	2.04	0.018	0.025	1.41	4	9	< 1	0.09	< 20	< 1	< 2	< 10	75	< 10	3	26
619149	0.10	< 10	2.22	0.129	0.022	0.02	5	29	22	< 0.01	< 20	< 1	< 2	< 10	167	< 10	4	6
295151	< 0.01	< 10	0.15	0.013	0.061	0.22	6	< 1	2	< 0.01	< 20	2	< 2	< 10	11	< 10	4	5
295152	< 0.01	< 10	0.46	0.018	0.010	2.19	8	4	2	< 0.01	< 20	1	< 2	< 10	54	< 10	< 1	4

Analyte Symbol	Au	Pd	Pt	Ag	Cd	Cu	Mn	Mo	Ni	Pb	Zn	Al	As	B	Ba	Be	Bi	Ca	Co	Cr	Fe	Ga	Hg
Unit Symbol	ppb	ppb	ppb	ppm	ppm	ppm	ppm	ppm	ppm	ppm	ppm	%	ppm	ppm	ppm	ppm	ppm	%	ppm	ppm	%	ppm	ppm
Lower Limit	2	5	5	0.2	0.5	1	5	1	1	2	2	0.01	2	10	10	0.5	2	0.01	1	1	0.01	10	1
Method Code	FA-ICP	FA-ICP	FA-ICP	AR-ICP	AR-ICP	AR-ICP	AR-ICP	AR-ICP	AR-ICP	AR-ICP	AR-ICP	AR-ICP	AR-ICP	AR-ICP	AR-ICP	AR-ICP	AR-ICP	AR-ICP	AR-ICP	AR-ICP	AR-ICP	AR-ICP	AR-ICP
GXR-1 Meas				31.5	2.9	1170	864	12	46	645	720	0.35	412	< 10	373	0.8	1500	0.84	6	6	23.1	< 10	4
GXR-1 Cert				31.0	3.30	1110	852	18.0	41.0	730	760	3.52	427	15.0	750	1.22	1380	0.960	8.20	12.0	23.6	13.8	3.90
GXR-4 Meas				3.7	< 0.5	6560	145	297	42	45	71	2.79	103	< 10	71	1.4	18	0.97	13	58	3.06	< 10	< 1
GXR-4 Cert				4.0	0.860	6520	155	310	42.0	52.0	73.0	7.20	98.0	4.50	1640	1.90	19.0	1.01	14.6	64.0	3.09	20.0	0.110
GXR-6 Meas				0.3	< 0.5	74	1080	1	25	94	125	7.31	223	< 10	895	0.9	< 2	0.14	13	85	5.80	10	4
GXR-6 Cert				1.30	1.00	66.0	1010	2.40	27.0	101	118	17.7	330	9.80	1300	1.40	0.290	0.180	13.8	96.0	5.58	35.0	0.0680
PK2 Meas	5140	6330	5170																				
PK2 Cert	4790	5918.000	4749.000																				
CDN-PGMS-25 Meas	487	1810	388																				
CDN-PGMS-25 Cert	483	1830	400																				
295152 Orig	4090	< 5	< 5																				
295152 Dup	4540	< 5	< 5																				
Method Blank				< 0.2	< 0.5	< 1	< 5	< 1	< 1	< 2	< 2	< 0.01	< 2	< 10	< 10	< 0.5	< 2	< 0.01	< 1	< 1	< 0.01	< 10	< 1
Method Blank	9	< 5	< 5																				

Analyte Symbol	K	La	Mg	Na	P	S	Sb	Sc	Sr	Ti	Th	Te	Tl	U	V	W	Y	Zr
Unit Symbol	%	ppm	%	%	%	%	ppm	ppm	ppm	%	ppm	ppm	ppm	ppm	ppm	ppm	ppm	ppm
Lower Limit	0.01	10	0.01	0.001	0.001	0.01	2	1	1	0.01	20	1	2	10	1	10	1	1
Method Code	AR-ICP	AR-ICP	AR-ICP	AR-ICP	AR-ICP	AR-ICP	AR-ICP	AR-ICP	AR-ICP	AR-ICP	AR-ICP	AR-ICP	AR-ICP	AR-ICP	AR-ICP	AR-ICP	AR-ICP	AR-ICP
GXR-1 Meas	0.03	< 10	0.14	0.052	0.043	0.21	89	1	175	< 0.01	< 20	13	< 2	28	76	170	25	13
GXR-1 Cert	0.050	7.50	0.217	0.0520	0.0650	0.257	122	1.58	275	0.036	2.44	13.0	0.390	34.9	80.0	164	32.0	38.0
GXR-4 Meas	1.68	44	1.62	0.134	0.121	1.79	4	7	69	0.13	< 20	3	< 2	< 10	79	12	11	9
GXR-4 Cert	4.01	64.5	1.66	0.564	0.120	1.77	4.80	7.70	221	0.29	22.5	0.970	3.20	6.20	87.0	30.8	14.0	186
GXR-6 Meas	1.15	< 10	0.42	0.084	0.033	0.01	5	18	27		< 20	4	< 2	< 10	170	< 10	5	5
GXR-6 Cert	1.87	13.9	0.609	0.104	0.0350	0.0160	3.60	27.6	35.0		5.30	0.0180	2.20	1.54	186	1.90	14.0	110
PK2 Meas																		
PK2 Cert																		
CDN-PGMS-25 Meas																		
CDN-PGMS-25 Cert																		
295152 Orig																		
295152 Dup																		
Method Blank	< 0.01	< 10	< 0.01	0.010	< 0.001	< 0.01	< 2	< 1	< 1	< 0.01	< 20	< 1	< 2	< 10	< 1	< 10	< 1	< 1
Method Blank																		

N

440000

442500

445000

447500

5500000

5497500

HW 11

Railway

Beardmore

Blackwater River

NORMAN LAKE

EDITH LAKE

Gwyn Lake

Ralph Lake

4225181

4225182

4209001

4209002

3011477

3011478

3011487

3011488

3005108

3005109

3011479

3018950

3005110

Kondrat Vein

Delbridge Vein

Delbridge South Vein

Delbridge West

Blacksmith

Onion Vein

Dominion West

RALPH LAKE SHOWING

Showing # 11

Showing # 12

CAMP LAKE SHOWING

GWYN LAKE SHOWING

Claims Limit

NAD83

0 1000 2000 3000m

EMPIRE METALS CORP.

GWYN LAKE GOLD PROSPECT
MINERAL CLAIMS

APPENDIX III