

MATERIAL CHANGE REPORT
Form 51-102F3
Section 7.1 of National Instrument 51-102

Item 1 Name and Address of Company

Starrex International Ltd.
180 Dundas Street West,
Suite 1801
Toronto, Ontario
M5G 1Z8

Item 2 Date of Material Change

May 29, 2014

Item 3 News Release

A new release was issued via Stockwatch on May 29, 2014.

Item 4 Summary of Material Change

Starrex International Ltd. ("**Starrex**" or the "**Corporation**") announced proposed acquisitions of three businesses located in the United States and a proposed private placement of up to \$1,000,000.

Item 5 Full Description of Material Change

Starrex announced that management will seek authorization from the board of directors to pursue negotiation and execution of agreements to acquire 100% of three businesses located in the United States, all of which are engaged in providing services to the mortgage banking industry. It is anticipated that the purchase prices will be satisfied by the issuances of up to approximately four million shares of Starrex at a price of \$0.50 per share.

Starrex also announced a proposed private placement of up to two million shares at \$0.50 per share for gross proceeds of \$1,000,000, subject to necessary board and regulatory approvals.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51 -1 02

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Inquiries in respect of the material change referred to herein may be made to:

Ronald Mann, Secretary and Acting Chief Financial Officer

tel: (647) 981-2782

email: rmann@starrexintl.com

Item 9 Date of Report

This report is dated as of the 2nd day of June, 2014.