

**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**

July 9, 2014

**Item 3 News Release**

A new release was issued via Stockwatch on July 9, 2014.

**Item 4 Summary of Material Change**

Starrex International Ltd. ("**Starrex**" or the "**Corporation**") completed the acquisition of three businesses located in the United States. The purchase prices were satisfied by the issuance of 3,780,000 common shares in the capital of Starrex.

**Item 5 Full Description of Material Change**

Starrex completed the first three acquisitions by the newly named Starrex International Ltd. (formerly known as Starrex Mining). The acquisition proposal was first announced on May 29, 2014.

Mr. P. Garrett Clayton, Chairman of Starrex, was quoted as stating, "The three acquisitions we are announcing today are expected to greatly assist management's agenda to turn Starrex into a profitable company for its shareholders."

The three United States-based companies and their corporate profiles are as follows:

- (1) Olympia Capital Management, Inc. – Led by a talented group of professionals with years of experience in the mortgage banking and financial arena. Olympia provides consulting, efficiency analysis, and cutting edge software solutions to the mortgage banking industry throughout the entire U.S.
- (2) One Force Staffing, Inc. – Under the guidance of Brandon Armstrong, One Force has rapidly emerged as a leading provider of employment solutions in the mortgage banking and financial market. Now, as a member of the Starrex family of companies, it is Mr. Armstrong's goal to expand the company's employment placements into the areas of Petro-chemical, Health Care and Information Technologies.

- (3) Property Interlink, LLC – This company has a reputation as a licensed A.M.C. (Appraisal Management Company) providing objective and comprehensive evaluations of residential real estate. Property Interlink represents numerous mortgage banks with up-to-the-minute assessments, along with expeditious response times. The Starrex alliance should afford Property Interlink the ability to expand its services to include title insurance and personal lines of life, health, fire and auto insurance.

Mr. Clayton stated further, “We trust that each company will provide third quarter profits for Starrex and look forward to growing the existing businesses into industry leaders in their respective fields.”

The three companies were acquired for aggregate consideration of CDN \$1,890,000, satisfied by the issuance to the vendors of an aggregate of 3,780,000 common shares of Starrex, issued at a deemed price of CDN \$0.50 per share. Each of the acquisitions was effected by way of a three-cornered merger with a separate United States newly-formed limited liability company wholly-owned by Starrex; each merger was effective July 9, 2014. All the Starrex shares issued in connection with the mergers are subject to a four-month lock-up period pursuant to the contractual obligations of the vendors under the three agreements and plans of merger.

**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](mailto:rmann@starrexintl.com)

**Item 9 Date of Report**

This report is dated as of the 11<sup>th</sup> day of July, 2014.