

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 a non-brokered private placement of 1,983,957 common shares for gross proceeds of \$991,978.74.

Item 5 Full Description of Material Change

Starrex completed its non-brokered private placement, previously announced on May 29, 2014 and June 2, 2014. A total of 1,983,957 common shares were issued at CDN \$0.50 per share for aggregate gross proceeds of CDN \$991,978.74.

The net proceeds of the private placement will be used to provide working capital for the three acquisitions completed by Starrex earlier on July 9, 2014. The three United States-based companies, Olympia Capital Management, Inc., One Force Staffing, Inc. and Property Interlink, LLC, are service entities that provide advisory, employment, appraisals and evaluations to the mortgage banking industry.

P. Garrett Clayton, Chairman of Starrex, states, "It is very exciting that this raise was accomplished by participation of every board member and two of our legal consultants," and he wishes "to thank all the participants in the private placement for their monetary investment and continued support".

The common shares of Starrex issued pursuant to the private placement are subject to a four-month hold period under applicable securities laws.

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 11th day of July, 2014.