

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

Item 1 Name and Address of Company

Starrex International Ltd.
199 Bay Street, Suite 2200,
Toronto, Ontario M5L 1G4

Item 2 Date of Material Change

Friday, April 1, 2016

Item 3 News Release

A new release was issued via Marketwired on Monday, April 4, 2016.

Item 4 Summary of Material Change

Starrex International Ltd. (“**Starrex**” or the “**Company**”) filed on SEDAR at www.sedar.com and with the applicable securities commissions the amended and restated unaudited interim financial statements and revised management discussion and analysis (“**MD&A**”) for the second-quarter ended June 30, 2015 (collectively, the “**Second Interim Restatements**”).

Item 5 Full Description of Material Change

Starrex filed on April 1, 2016 with the applicable securities commissions the Second Interim Restatements which can be found on SEDAR (www.sedar.com) under the Company’s profile. This followed the filing on Friday, March 18, 2016 of restated audited financial statements and a revised management discussion and analysis for the Company for the year ended December 31, 2014 (see press release dated March 18, 2016) and the filing on March 24, 2016 of the restated unaudited financial statements and a revised management discussion and analysis for the Company for the first quarter ended March 31, 2015 (see press release dated March 28, 2016).

On December 9 and 16, 2015, after discussions with the staff of the Ontario Securities Commission (“**OSC**”) Starrex announced that it would restate and re-file (i) its first, second and third quarter unaudited interim financial statements for the periods ended March 31, June 30 and September 30, 2015; and (ii) the corresponding interim MD&As. Following additional discussions with the OSC respecting the treatment of the subsidiaries, Property Interlink, LLC, One Force Staffing, Inc. and Olympia Capital Management, Inc., acquired by Starrex on July 9, 2014 (the “**Acquisitions**”), Starrex announced on February 8, 2016 that it would restate and refile its 2014 audited annual financial statements. The restatement and refiling of the 2015 unaudited interim financial statements were delayed pending completion of the restatement of the 2014 audited annual financial statements.

Subsequent to the original issuance of the Company’s unaudited condensed interim consolidated financial statements as at June 30, 2015, the Company determined that the share consideration issued in exchange for the acquisitions completed July 9, 2014 was incorrectly measured using the concurrent financing price of CAD\$0.50. These restated unaudited condensed interim consolidated financial statements reflect an increased value allocated to the share consideration issued in exchange for the acquisitions based on the trading price of the Company’s stock on the close date of the acquisitions, being CAD\$0.95 per share. Furthermore, the original issuance of the December 31, 2014 consolidated financial statements included an unallocated purchase price as management had not yet completed the measurement and recognition of identifiable assets and liabilities included in the purchase price allocation. These restated unaudited condensed interim consolidated financial statements include the finalized purchase price allocation which resulted in the recognition of additional intangible assets and amortization related thereto as well as goodwill (Note 8). The restatement of the Company’s unaudited condensed interim consolidated financial statements reflects corrections in intangible assets, goodwill, deferred tax liability, share capital,

and deficit as well as amortization of intangible assets. These unaudited condensed interim consolidated financial statements include adjustments to certain items in the condensed interim consolidated statement of financial position to the appropriate presentation for the discontinued operations.

For presentation purposes, deferred revenue in the original statement of financial position was included in the balances for accrued liabilities. For further clarification, deferred revenue has been presented separately for comparative purposes, which flow through the consolidated statement of cash flows as appropriate.

As a result of the correction for the acquisitions noted above there was a change to the cumulative translation adjustment which has been presented as appropriate through accumulated other comprehensive income.

Effects of restatement

The following tables reflect the changes to the Company's consolidated financial statements for the period ended June 30, 2015.

Changes to the condensed interim consolidated statements of financial position:				
	As previously reported June 30, 2015		Adjustment	Restated June 30, 2015
Other current assets	\$	898,494	\$ (898,494)	\$ -
Notes receivable - current	\$	-	\$ 965,000	\$ 965,000
Property, plant and equipment, net of depreciation	\$	373,057	\$ 4,420	\$ 377,477
Intangible assets	\$	217,386	\$ 567,303	\$ 784,689
Goodwill	\$	-	\$ 573,999	\$ 573,999
Unallocated purchase price	\$	974,336	\$ (974,336)	\$ -
Total assets	\$	4,620,403	\$ 237,892	\$ 4,858,295
Accounts payable and accrued liabilities	\$	387,096	\$ (135,116)	\$ 251,980
Deferred revenue	\$	-	\$ 276,856	\$ 276,856
Notes payable - current	\$	-	\$ 110,060	\$ 110,060
Notes payable - long term	\$	210,741	\$ (110,060)	\$ 100,681
Deferred tax liability	\$	355,420	\$ 15,522	\$ 370,942
Total liabilities	\$	993,418	\$ 157,262	\$ 1,150,680
Share capital	\$	5,138,672	\$ 1,606,979	\$ 6,745,651
Contributed surplus	\$	148,203	\$ 3,708	\$ 151,911
Accumulated other comprehensive income	\$	(232,109)	\$ (29,425)	\$ (261,534)
Deficit	\$	(1,427,781)	\$ (1,500,632)	\$ (2,928,413)
Total equity	\$	3,626,985	\$ 80,630	\$ 3,707,615
Total equity and liabilities	\$	4,620,403	\$ 237,892	\$ 4,858,295

Changes to the condensed interim consolidated statements of loss and comprehensive loss:

	As previously reported 6 months ended June 30, 2015			As previously reported 3 months ended June 30, 2015		
	Restatement Adjustment	Restated 6 months ended June 30, 2015	Restatement Adjustment	Restated 3 months ended June 30, 2015		
Amortization	\$ 6,714	\$ 57,918	\$ 3,357	\$ 27,991		
Depreciation	\$ 26,471	\$ 11,792	\$ 14,127	\$ 837		
Share based payments	\$ -	\$ 3,707	\$ -	\$ 3,707		
Net (loss) income from continuing operations	\$ (29,342)	\$ (73,417)	\$ 10,969	\$ 68,565		
Loss from discontinued operations	\$ -	\$ (476,822)	\$ -	\$ (321,908)		
Net comprehensive loss	\$ (29,342)	\$ (550,239)	\$ 10,969	\$ (253,343)		
Basic and diluted loss per share from continuing operations	\$ -	\$ (0.01)	\$ -	\$ (0.02)		
Basic and diluted loss per share from discontinuing operations	\$ -	\$ (0.03)	\$ -	\$ (0.02)		

Changes to the condensed interim consolidated statements of cash flows:

	As previously reported June 30, 2015	Restatement Adjustment	Restated June 30, 2015
Net loss for the year	\$ (29,342)	\$ (73,417)	\$ (102,759)
Loss on discontinued operations	\$ -	\$ (476,822)	\$ (476,822)
Stock based compensation	\$ -	\$ -	\$ 3,707
Deprecation and amortization	\$ 33,185	\$ 69,710	\$ 102,895
Unpaid interest	\$ -	\$ 5,936	\$ 5,936
Prepaid expenses	\$ (40,656)	\$ 9,725	\$ (30,931)
Accounts receivable	\$ (301,472)	\$ 274,664	\$ (26,808)
Accounts payable and accrued liabilities	\$ 387,096	\$ (333,909)	\$ 53,187
Income taxes payable	\$ 40,161	\$ (40,161)	\$ -
Deferred revenue	\$ -	\$ (186,249)	\$ (186,249)
Deferred tax liability	\$ -	\$ (65,220)	\$ (65,220)
Cash generated from (used in) operating activities from discontinued operations	\$ -	\$ 196,791	\$ 196,791
Purchase of property, plant and equipment	\$ -	\$ (66,692)	\$ (66,692)
Purchase of intangible assets	\$ -	\$ (95,124)	\$ (95,124)
Divestiture of subsidiary	\$ (632,957)	\$ 632,957	\$ -
Principal repayment on notes payable	\$ -	\$ (46,523)	\$ (46,523)

As previously announced, the OSC issued a management cease trade order (“MCTO”) prohibiting the Company’s Chief Executive Officer and Chief Financial Officer from trading, directly or indirectly, in the securities of Starrex until two full business days following the receipt by the OSC and filing of all filings which Starrex is required to make under Ontario securities law, namely the restated 2014 audited annual financial statements, along with restatements of the first three quarterly financial statements of 2015, and all related revised MD&As. Starrex expects to file restated interim financial statements for the period ended September 30, 2015, and the related revised interim MD&A, by the end of this week, which would complete all its refiling obligations.

Starrex intends to satisfy the provisions of the Alternative Information Guidelines as set out in National Policy 12-203 for as long as Starrex remains in default, including the issuance of further bi-weekly (or sooner) default status reports, each of which will be issued in the form of a press release. A general cease trade order may be issued if Starrex fails to file such default status reports on a timely basis. The MCTO does not affect the ability of persons who are not insiders of Starrex to trade its securities.

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, Chief Operating Officer and Investor Relations Officer

tel: (647) 981-2782

email: rmann@starrexintl.com

Item 9 Date of Report

This report is dated as of the 5th day of April, 2016.