

**FORM 51-102F3  
Material Change Report**

**ITEM 1. NAME AND ADDRESS OF COMPANY**

Goldrea Resources Corp. ("Goldrea", or the "Company")  
2A-15782 Marine Drive  
White Rock, BC V4B 1E6

**ITEM 2. DATE OF MATERIAL CHANGE**

September 17, 2012

**ITEM 3. PRESS RELEASE**

The news release was disseminated through Stock Watch and MarketNews and filed on SEDAR on September 17, 2012.

**ITEM 4. SUMMARY OF MATERIAL CHANGE**

The Company announces it is raising by way of a Non-Brokered Private Placement up to \$500,000 through the issuance of up to 16,666,666 units ("Units") at the price of \$0.03 per Unit. Each Unit is comprised of one common share in the capital of the Company and a two year share purchase warrant. The Company also announces that it is seeking approval from the TSX Venture Exchange for a two year extension for the 7,918,000 outstanding share purchase warrants issued pursuant to the Company's private placement completed on November 5, 2010.

**ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE**

Please see the Company's news release dated September 17, 2012, which is available at [www.sedar.com](http://www.sedar.com)

**ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102**

Not applicable.

**ITEM 7. OMITTED INFORMATION**

None.

**ITEM 8. EXECUTIVE OFFICER**

Contact: James Elbert, President and Chief Executive Officer  
Telephone: 604-531-9639

**ITEM 9. DATE OF REPORT**

September 17, 2012