

**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**

November 6, 2012

**ITEM 3. PRESS RELEASE**

The news release was disseminated through Stock Watch and MarketNews and filed on SEDAR on November 6, 2012.

**ITEM 4. SUMMARY OF MATERIAL CHANGE**

The Company announces that it is in early negotiation to sell its 90% interest in the Rushan/Goldrea gold property in Shandong Province, China and invites interested parties to contact the Company for more information. Also, the TSX Venture Exchange has approved 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. Furthermore, the Company's current private placement (first released on September 16, 2012) is expected to close November 16, 2012.

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

Please see the Company's news release dated November 6, 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**

November 6, 2012