

**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

December 4, 2012

ITEM 3. PRESS RELEASE

The news release was disseminated through Stock Watch and MarketNews and filed on SEDAR on December 4, 2012.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company has closed the second portion of its non-brokered Private Placement (the "Private Placement") for gross proceeds of \$21,600 comprising of 720,000 units at a price of \$0.03 per unit. The Company also announces that the Private Placement will be open until December 31, 2012 and that up to 12,766,666 units may be thus issued.

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

Please see the Company's news release dated December 4, 2012, which is available at 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

December 4, 2012