

**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

January 7, 2013

ITEM 3. PRESS RELEASE

The news release was disseminated through Stock Watch and MarketNews and filed on SEDAR on January 7, 2013.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company has closed the final portion of its non-brokered Private Placement (the "Private Placement") for gross proceeds of \$6,000 comprising of 200,000 units (the "Unit") at a price of \$0.03 per Unit. Each Unit is comprised of one common share in the capital of the Company (a "Share") plus a two year share purchase warrant (a "Warrant"). Each Warrant entitles the holder to purchase one common share at a price of \$0.05 in the first year and \$0.10 in the second year at any time up to 5:00 pm (Vancouver time) on December 31, 2014.

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

Please see the Company's news release dated January 7, 2013, 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

January 7, 2013