

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 26, 2011

ITEM 3. PRESS RELEASE

The news release was disseminated through Stock Watch and MarketNews and filed on SEDAR on January 26, 2011.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company is pleased to announce the Company has received the "Binding Letter of Contract Offer" from APEX International Investment Group Ltd., on behalf of Ryhat Inc. International Finance Luxembourg for an investment loan of \$16,500.00(US) subject to terms set out in their offer.

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

Please see the Company's news release dated January 26, 2011, 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: Larry W. Reaugh, President and Chief Executive Officer
Telephone: 604-531-9639

ITEM 9. DATE OF REPORT

January 26, 2011