

**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**

March 28, 2011

**ITEM 3. PRESS RELEASE**

The news release was disseminated through Stock Watch and MarketNews and filed on SEDAR on March 28, 2011.

**ITEM 4. SUMMARY OF MATERIAL CHANGE**

The Company is pleased to announce that the Company has closed its Non-Brokered Private Placement announced in its news release dated on March 23, 2011.

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

Please see the Company's news release dated March 28, 2011, 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: Larry W. Reaugh, President and Chief Executive Officer  
Telephone: 604-531-9639

**ITEM 9. DATE OF REPORT**

March 28, 2011