

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Goldrea Resources Corp. (the “Issuer”)
1040 – 999 West Hastings St.
Vancouver, BC CANADA
V6C 2W2

Item 2 Date of Material Change

February 12, 2015

Item 3 News Release

The news release was issued on February 12, 2015 and was disseminated through Marketwired.

Item 4 Summary of Material Change

The Issuer announced it has entered into a letter of intent with Canadian Mining S.A. to jointly build and operate a gold processing plant in Peru. These plants will be strategically located to service artisanal miners in proximity to the site. Permitting and construction of an initial plant will take place immediately upon the signing of a definitive agreement which will replace the LOI.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

See attached news release.

5.2 Disclosure for Restructuring Transactions

N/A

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

N/A

Item 7 Omitted Information

None

Item 8 Executive Officer

Jim Elbert, President and Chief Executive Officer (604) 559-7230

Item 9 Date of Report

February 12, 2015



GOLDREA PROPOSES TO OPERATE GOLD PROCESSING PLANT IN PERU AND ANNOUNCES PRIVATE PLACEMENT

February 12th, 2015 - Vancouver, British Columbia

Goldrea Resources Corp. (GOR-CSE; Frankfurt-GOJ; Pink Sheets-GORAF) (“Goldrea” or the “Company”) is pleased to announce it has entered into a letter of intent (“LOI”) with Canadian Mining S.A. (CMSA) to jointly build and operate a gold processing plant in Peru. These plants will be strategically located to service artisanal miners in proximity to the site. Permitting and construction of an initial plant will take place immediately upon the signing of a definitive agreement which will replace the LOI.

Goldrea plants are all ecologically friendly and in line with the government of Peru’s ongoing effort to steer artisanal and small-scale miners away from the common practice of using illegal mercury and cyanide to extract gold from locally mined ore. Artisanal and small-scale miners are now required under Peruvian law to process their ore at licensed plants. Goldrea’s proposed plant will allow such miners to extract gold in a more efficient and environmentally sound manner by using gravity-fed ball mills and gravimetric concentrators (running on recycled water).

Under the terms of the LOI, the proposed plant will operate through a Peruvian subsidiary that will be wholly-owned by Goldrea. In exchange for funding all capital and operating costs of the proposed plant, Goldrea will receive 80% of the after-tax profits while CMSA will be entitled to 20% of the after-tax profits in exchange for constructing and managing the plant. In addition, CMSA will receive a bonus of \$20,000 once the plant has successfully operated for 30 consecutive days, and a bonus of \$100,000 in the event that in the plant’s revenues for any one month results in an after-tax profit of \$1,000,000 or greater.

James Elbert, President and CEO, states, “CMSA has a long-standing presence in Peru and is experienced in all aspects of building and running a mineral processing plant, including attracting local miners to the mill. We are very excited to be partnering with CMSA in seizing this opportunity in Peru.”

Goldrea also plans to consolidate the shares of the Company on a 10:1 ratio. There will be 7,537,250 million outstanding upon completion of the consolidation.

Immediately upon consolidation, Goldrea will offer a non-brokered private placement of up to \$500,000 through the issuance of up to 10,000,000 units (“Units”) at a price of \$0.05 per Unit. Each Unit is comprised of one common share in the capital of the Company (a “Share”) plus a one share purchase warrant (a “Warrant”). Each Warrant entitles the holder to purchase one common share at a price of \$0.10 for one year from the date of issuance.

About Goldrea Resources Corp.

Goldrea Resources Corp. is a mineral exploration and development company that is engaged in the acquisition, exploration and development of mineral properties in North America and Peru.

GOLDREA RESOURCES CORP.

James Elbert
President and Chief Executive Officer

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Statements contained in this news release that are not historical facts are “forward-looking information” or “forward-looking statements” (collectively, “Forward-Looking Information”) within the meaning of applicable Canadian securities legislation and the United States Private Securities Litigation Reform Act of 1995. Forward-Looking Information are statements about the future based on current expectations or beliefs, and there can be no assurance that such statements will prove to be accurate or true due to a host of unknown or unpredictable factors beyond the Company’s control such as general economic conditions, metal prices, weather and environmental risks, changes in political and regulatory regimes, availability of capital, and many others. Investors should not place undue reliance on Forward-Looking Information. The Company does not undertake any obligation to update Forward-Looking Information except as required by law.