

FORM 51-102F3
Material Change Report

ITEM 1 NAME AND ADDRESS OF COMPANY

Goldrea Resources Corp. (the "Company")
205-16055 Fraser Highway
Surrey, BC V4N 0G2

ITEM 2 DATE OF MATERIAL CHANGE

May 5, 2015

ITEM 3 PRESS RELEASE

The news release was disseminated through StockWatch and MarketNews on May 5, 2015 and filed on SEDAR on May 5, 2015.

ITEM 4 SUMMARY OF MATERIAL CHANGE

Goldrea Resources Corp. has entered into a definitive agreement with Canadian Mining S.A. (CMSA) to jointly build and operate a gold processing plant in Peru, as was previously announced on February 11, 2015.

ITEM 5 FULL DESCRIPTION OF MATERIAL CHANGE

Please see the Company's news release dated May 5, 2015, 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 & CEO
Telephone: (604) 559-7333

ITEM 9 DATE OF REPORT

May 5, 2015