

BC FORM 53-901F3
Material Change Report

Item 1: Name and Address of Company
Explorex Resources Inc. (the "Company")
888 Dunsmuir St., Suite 888
Vancouver, BC
V6C 3K4

Item 2: Date of Material Change

June 4, 2013

Item 3: News Release

June 4, 2013

Item 4: Summary of Material Change

Porcupine Agreement Terminated

Item 5: Full Description of Material Change

Explorex Resources Inc. (the "Company") (TSX-V: EX) announces that it has entered into an agreement with Great Atlantic Resources Inc. to amend its option agreement dated November 28, 2011 (the "Porcupine Agreement"). Pursuant to the amendment agreement dated March 28, 2013 ("the Amendment Agreement"), the parties agreed to reduce the minimum work expenditure to be carried out on or before the first anniversary of the completion of the Company's Qualifying Transaction from \$250,000 to \$200,000 and acknowledged and agreed the work to have been incurred in full. The Amendment Agreement also stipulated that the parties were terminating the Porcupine Agreement by mutual consent and the Company is to comply with the post-termination obligations set out in the Porcupine Agreement.

The Company completed a systematic program of geochemical sampling, IP interpretation and trenching over targeted areas with rare earth element and base metal mineralization. While exploration results have been encouraging, in view of the current market conditions, the board of Explorex has decided to focus on cash flow scenarios either in the commodities or technology areas.

Patrick Forseille, P. Geo., a Qualified Person as defined by NI 43-101 is responsible for the technical information contained in this release.

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

Not Applicable.

Item 7: Omitted Information

Not Applicable.

Item 8: Executive Officer

The following Senior Officer of the Company is available to answer questions regarding this report:

Chris Anderson, President/CEO
604-488-3900

Item 9: Date of Report

Dated at Vancouver, BC, on June 4, 2013.