

Form 51-102F3
Material Change Report

1. Name and Address of Company

Explorex Resources Inc.
214 – 1188 Homer Street
Vancouver, B.C. V6B 6L5

2. Date of Material Change

August 5, 2015

3. News Release

A press release dated August 5, 2015 was disseminated through Market News and Stockwatch and filed via SEDAR on August 5, 2015.

4. Summary of the Material Change

Explorex Resources Inc., has entered into a Letter of Intent for proposed acquisition of certain assets of Premium Access Apps, Inc.

5. Full Description of the Material Change

Vancouver, British Columbia, Canada, Explorex Resources Inc. (the “Company”) (CSE: EX) is pleased to announce that it entered into a letter of intent with Premium Access Apps, Inc. (“Premium Access”) for the proposed acquisition (the “Acquisition”) of certain assets of Premium Access by the Company (the “LOI”) for the purchase price of \$1,700,000 CDN comprised of a \$100,000 USD non-refundable deposit and 20,000,000 common shares issued at a deemed price of \$0.08 per common share having an aggregate value of \$1,600,000 CDN. Premium Access Apps is an app development and pioneering technology company located in New York City, New York, USA.

“Over the past two years Premium Access has developed a pioneering new mobile advertising platform targeting the \$20billion Advertising Specialty Industry (ASI) which is now ready for prime time, comments Evan Gappelberg CEO of PAA. Gappelberg continues, “we already launched 15 iOS/Android apps across a wide spectrum of interests like, self-help, weight loss, meditation, sleep, stress relief and we are just getting started. We believe we have a unique value proposition by combining our first mover advantage in a \$20billion dollar untapped market with instantly recognized authors and brands all on a dynamic micro-app mobile platform. With a bull market in mobile advertising revenue evident by mobile advertising growing at a CAGR of 45% per-year we are very excited to bring our platform forward, especially to the CSE where we look forward to building value for all our shareholders both old and new”.

Premium Access has laid the foundation for success through fast micro-app deployments of high quality dynamic iOS/Android apps, a pioneering new mobile advertising platform plus strategic partnerships with a multitude of well know authors, public and private companies including: Frankly (TLK.V), Tekweld, and Best selling authors & publishers including, Franklin Covey, Neale Donald Walsch (7.5million

books sold), Brian Tracy (over 20 million books sold), Jack Canfield (over 100 million books sold) and many others.

Pursuant to the terms of the LOI, the Company shall complete a share consolidation of all of the issued and outstanding shares of the Company currently 8,100,472 common stock on the basis of 2.25 common shares into 1 new share (the "Share Consolidation") leaving 3,600,209 million common shares outstanding. The Share Consolidation is subject to Exchange approval and does not require shareholder approval.

Pursuant to the terms of the LOI, the Company shall complete a series of transactions following the share consolidation, which remain subject to the approval of the Canadian Securities Exchange. The Company will issue up to 1,500,000 common shares at \$0.20 per share for a capital raising of up to \$300,000 CDN, out of which the Company will be provide Premium Access with the non-refundable deposit of \$100,000 USD. Concurrent with the completion of the Acquisition, the Company will then further issue up to 5,000,000 common shares at \$0.25 per share for a capital raising of up to \$1,250,000 CDN. Assuming all shares are issued a total of 31,233,543 shares will be outstanding.

The LOI will automatically terminate if the Company cannot obtain final approval by the CSE by the 180th day from the date of execution of the LOI.

6. Reliance on subsection 7.1(2) or (3) of National Instrument 51 – 102

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

Bill Wishart,
President, CEO and Director
Phone: (604) 609-0555

9. Date of Report

August 6, 2015