

MATERIAL CHANGE REPORT
Form 51-102F3
Section 7.1 of National Instrument 51-102

Item 1 Name and Address of Company

Starrex Mining Corporation Ltd.
180 Dundas Street West, Suite 1801
Toronto, Ontario M5G 1Z8

Item 2 Date of Material Change

April 17, 2014

Item 3 News Release

A new release was issued via Stockwatch on April 24, 2014.

Item 4 Summary of Material Change

Starrex Mining Corporation Ltd. ("**Starrex**" or the "**Corporation**") announced the approval by its shareholders at its annual and special meeting held on April 17, 2014 of a change of name to Starrex International Ltd. and a new general operating by-law. The name change will take effect on May 1, 2014.

Item 5 Full Description of Material Change

Starrex announced that at its April 17, 2014 annual general and special shareholders' meeting, the shareholders approved, among other things, the proposed change of the Corporation's name to Starrex International Ltd. and a new general operating by-law ("**By-Law No. 3**") which replaces the Corporation's general by-law originally adopted in 1982.

The change of name will become effective on May 1, 2014. It is expected that the Corporation's common shares will begin trading on the Canadian Securities Exchange on May 1, 2014 under the new name, Starrex International Ltd. Its current ticker symbol "STX" will not change.

Starrex believes that the adoption of By-Law No. 3 is good corporate governance; a number of the changes reflect current industry practice. In particular, By-law No. 3 includes provisions similar to by-laws and policies recently adopted by a number of other Canadian public companies requiring, in certain circumstances, an enhanced quorum for the election of directors (the "**Enhanced Quorum Provisions**") and advance notice to the Corporation for nominations of directors by shareholders other than (i) through a requisitioned meeting or (ii) by way of a shareholder proposal, in each case pursuant to the provisions of the Canada Business Corporations Act (the "**Advance Notice Provisions**").

The Enhanced Quorum Provisions provide a better framework for shareholders to exercise their fundamental right to make significant changes to the board of directors. The Advance Notice Provisions are intended to facilitate orderly and efficient meetings at which directors are to be elected by ensuring that shareholders receive sufficient information with respect to all director nominees and are allowed reasonable time for deliberation.

By-Law No. 3, including the above-noted special provisions, became effective immediately upon approval by the shareholders. For the next annual or special meeting of shareholders of Starrex at which directors are to be elected, notice in accordance with the new by-law of persons to be nominated by shareholders for election as directors must be received by the Chairman of the board within the time periods specified in the new by-law. A copy of the by-law has been filed and is available under Starrex's profile at www.sedar.com.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51 -1 02

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Inquiries in respect of the material change referred to herein may be made to:
Ronald Mann, Secretary and Acting Chief Financial Officer of Starrex, at
(647) 981-2782

Item 9 Date of Report

This report is dated as of the 28th day of April, 2014.