FORM 51-102F3

Material Change Report

ITEM 1. NAME AND ADDRESS OF COMPANY

Premium Exploration Inc.
860 – 885 Dunsmuir Street
Vancouver, BC, V6C 1N5

ITEM 2. DATE OF MATERIAL CHANGE

April 13, 2006

ITEM 3. PRESS RELEASE

A News Release dated and issued April 13, 2006 at Vancouver, British Columbia, through CCN Mathews News Distributors.

ITEM 4. SUMMARY OF MATERIAL CHANGE

See attached news release.

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

See attached news release.

ITEM 6. RELIANCE ON SUBSECTION 7.1(3) OF NATIONAL INSTRUMENT 51-102

Not applicable.

ITEM 7. OMITTED INFORMATION

Not applicable.

ITEM 8. EXECUTIVE OFFICER

Contact: Del Steiner, President
Telephone: (604) 682-0243

ITEM 9. DATE OF REPORT

DATED at Vancouver, BC, this 13th day of April, 2006.

PREMIUM EXPLORATION, INC. ANNOUNCES APOINTMENT OF US LEGAL COUNSEL AND PLANS FOR SEEKING A US LISTING OF ITS COMMON SHARES

VANCOUVER, BRITISH COLUMBIA--(CCNMatthews - April 13, 2006) – Premium Exploration, Inc. (TSX VENTURE:PEM) ("Premium" or the "Company") (http://www.premiumexploration.com) is pleased to announce the appointment of the law firm of Tacey Lamb, LLP, to act as US legal counsel to the company and assist in the preparation and filing of Form 20-F with the United States Securities and Exchange Commission. Upon filing of the Form 20-F with the U.S. SEC the Company plans to seek a listing of its securities either on the OTCBB or the Pink Sheets. The Company's management is currently in the process of retaining market makers to sponsor its listing on one of these exchanges. After the initial filing of the Form 20-F, Tacey Lamb, LLP will be assisting the Company with its on-going US Securities filing and compliance needs.

Mr. Del Steiner, President and CEO of the Company stated, "Premium is pleased to announce the retention of Shawn Tacey and the firm of Tacey Lamb to act as Premium's legal counsel in the United States. Premium views the dual listing of the Company's common shares on both the Toronto Venture Exchange and a U.S. over-the-counter securities exchange as a key component to its financing strategy. We are looking forward to working with Tacey Lamb, LLP to execute our growth plans and objectives."

About Tacey Lamb, LLP:

Tacey Lamb, LLP (www.taceylamb.com) is a boutique law firm for leading individuals and businesses in the Pacific Northwest. Based in the Seattle, Washington area, the firm's attorneys have over 30 years of collective experience in the courtroom and the boardroom; serving and representing some of the most respected companies in the Western United States. The firm's corporate finance practice represents emerging business organization and advised clients engaged in private and public offerings of equity and debt securities, venture capital financings, cross-border financings, securities filings and compliance, mergers, acquisitions and intellectual property transfers or protection.

About Premium Exploration, Inc.:

Premium Exploration, Inc., is a Toronto Venture Exchange listed junior exploration company. Premium is being strategically developed to maximize the economic potential of the currently developing bull market in precious metals. The Company's exploration prospects consist of two significant land packages located in Montana and Sonora, Mexico. The Company exploration targets focus on Gold, Silver and Platinum Group Metals. More information can be found on our website at http://www.premiumexploration.com or on the SEDAR website at http://www.sedar.com .

Contact Information:

Mr. Del Steiner
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Email: dsteiner@premiumexploration.com

- or -

Mr. Robert Rosenblat
Investor Relations
Premium Exploration, Inc.
(604) 760-0364

This press release contains certain “Forward-Looking Statements” within the meaning of Section 21E of the United States Security Exchange Act of 1934, and involve a number of risks and uncertainties. Important factors that could cause actual results to differ materially from the Company’s expectations are disclosed in the Company’s documents files from time to time with the TSX Venture Exchange and the British Columbia Securities Commission. All statements, other than of historical fact, included herein are forward-looking statements that involve various risks and uncertainties. There can be no assurance that such statements will prove to be accurate, and actual results and future events could differ materially from those anticipated in such statements. The TSX Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of this release.