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

June 22, 2006

ITEM 3. PRESS RELEASE

A News Release dated and issued on June 22, 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 22nd day of June, 2006.

FOR RELEASE AT 6:45 AM PST

June 22, 2006

PREMIUM EXPLORATION ANNOUNCES EXTENSION OF THE PINE CLAIM SHEAR ZONE

VANCOUVER, BRITISH COLUMBIA--(CCNMatthews - June 22, 2006) – Premium Exploration, Inc. (TSX VENTURE:PEM) ("Premium" or the "Company") (http://www.premiumexploration.com) is pleased to announce the staking of 60 new quartz lode mining claims to cover a recently discovered southern extension of the Pine Claim Shear Zone in Montana ("Shear Zone.") This southern extension of the Shear Zone was discovered during the Company's 2005 Stillwater Complex exploration program which was terminated before completion due to early heavy snow fall in the Stillwater Complex.

The Pine Claim Shear Zone is a later occurring fault system cross-cutting the Stillwater layered rocks. The layered rocks include the JM reef, which hosts the Stillwater Mine and the East Boulder Mine that are currently being mined for platinum group metals by the Stillwater Mining Company (NYSE:SWC). The Shear Zone is approximately 2,250 feet long and is up to 100 feet wide, and is open along strike to the north and south, as well as down dip. The mineralization in the Shear Zone includes gold, platinum, palladium and rhodium. The newly staked claims cover the recently identified extension of the shear zone. This increases the strike length of the previously identified structure by approximately 1,000 feet. The Company's exploration on the Shear Zone has consisted of geological mapping and sampling, geochemical analysis, and a 1,300 foot, 7 hole drill program conducted in 2004 that verified historic drilling results on the Shear Zone. The most notable historic drill results are as follows:

- PC-2 intersected 26.2 feet containing 16.9 grams/ton of Gold
- PC-3 intersected 3.5 feet of 10.3 grams/ton of Gold
- PC-5 intersected 8.6 feet of 29.7 grams/ton of Gold
- PC-6 intersected 4.5 feet of 11.9 grams/ton of Gold and a second intercept of 2.4 feet of 37.3 grams/ton of Gold
- PC-9 intersected 15.9 feet of 16.6 grams/ton of Gold

Three of the holes drilled by the Company were drilled on the west side of the Shear Zone and the remaining four holes were drilled on the north and east edges of the Shear Zone and verified the previous 1,000 foot length by 100 foot width delineation of the Shear Zone. The Company's notable drill results from this program are presented in the following table:

Table 1 – Notable Assay Results from 2004 Drill Program

Drill Hole	From Feet	To Feet	Interval Feet	Au / GPT	Pt GPT	Pd GPT
PC2004-3	91.5	95	3.5	3.073	0.154	0.22
PC2004-3	95	96.75	1.75	12.883	0.389	0.713
PC2004-4	0	4.5	4.5	0.084	0.532	1.587
PC2004-5	4	6	2	0.068	0.772	1.523
PC2004-7	111	113	2	0.172	1.14	5.052
PC2004-7	113	115	2	0.082	1.095	2.69
PC2004-7	124	126.5	2.5	0.04	0.56	1.552
PC2004-7	126.5	129	2.5	0.405	0.72	3.032

The Company is currently undertaking a through review of all available existing data on its Stillwater Complex Property and will announce its 2006 Stillwater Complex exploration program upon completion of this review. Mr. Wilf Struck, P.Eng., geologic consultant to the Company is the Qualified Person ("QP") responsible for the technical disclosure in this press release, in accordance with National Instrument 43-101.

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 three significant land packages, one is located in the Stillwater Complex in the State of Montana and two are located in the states of Nayarit and Sonora, Mexico, respectively. The Company's exploration targets have indicated mineralization consisting of gold, silver, copper, nickel 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
President and CEO
Premium Exploration, Inc.
(604) 682-0243
Email: dsteiner@premiumexploration.com