

FORM 51-102F3
Material Change Report

ITEM 1. NAME AND ADDRESS OF COMPANY

Premium Exploration Inc.
807 – 475 Howe Street
Vancouver, BC V6C 2B3

ITEM 2. DATE OF MATERIAL CHANGE

July 6, 2010

ITEM 3. PRESS RELEASE

The news release was disseminated through Stock Watch and Marketwire and filed on SEDAR on July 6, 2010.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company announces the sudden passing of our friend, Chief executive Officer and Geological Engineer, Mr. Wilf Struck.

ITEM 5 FULL DESCRIPTION OF MATERIAL CHANGE

Please see the Company's news release dated July 6, 2010, which is available at www.sedar.com

ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

Not applicable.

ITEM 7. OMITTED INFORMATION

None.

ITEM 8. EXECUTIVE OFFICER

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

ITEM 9. DATE OF REPORT

July 6, 2010