

FORM 51-102F3

Material Change Report

ITEM 1. NAME AND ADDRESS OF COMPANY

Premium Exploration Inc.
Suite 1010 – 789 West Pender Street
Vancouver, BC V6C 1H2

ITEM 2. DATE OF MATERIAL CHANGE

August 7, 2013

ITEM 3. NEWS RELEASE

A News Release dated and issued on August 7, 2013, at Vancouver, British Columbia, through Accesswire.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company announced that it will be holding a Special Meeting on September 18th, 2013, to seek shareholder approval for a proposed consolidation of its issued and outstanding common shares. The proposed ratio of Twenty (20) pre-consolidation Common Shares for every One (1) post-consolidation Common Share is subject to shareholder and TSX Venture approval

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

Please see the Company's new release dated August 7, 2013 which is available at www.sedar.com.

ITEM 5.2 DISCLOSURE FOR RESTRUCTURING TRANSACTIONS

Not applicable.

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: Lisa Maxwell, Corporate Secretary
Telephone: (604) 682-0243

ITEM 9. DATE OF REPORT

DATED at Vancouver, BC, this 7th day of **August, 2013**.