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

October 23, 2013

ITEM 3. NEWS RELEASE

A News Release dated and issued on October 23, 2013, at Vancouver, British Columbia, through the NewsWire.

ITEM 4. SUMMARY OF MATERIAL CHANGE

Premium Exploration announced that it has arranged a non-brokered private placement (the "Private Placement") for up to 22,000,000 units (each a "Unit") of the Company to raise gross proceeds of $1,100,000 at a price of $0.05 per Unit. Each Unit is comprised of one common share (a "Share") and one common share purchase warrant (a "Warrant"). Each Warrant entitles the holder to acquire an additional Share of the Company at a price of $0.15 per Share for a period of 3 years from the date of issuance.

In connection with the Private Placement, the Company will issue cash finder's fees of 9% and 9% finder's warrants, at an exercise price of $.15 for a period of 3 years (the "Finder's Warrants"), for units placed by qualified individuals.

The Units and Finder's Warrants issued under the Private Placement will be subject to a four-month hold period from the date of issuance, and the Private Placement is subject to final acceptance from the TSX Venture Exchange. The net proceeds of the Private Placement will be for the advancement of the Company's Idaho Gold Project and for additional working capital.

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

See attached news release dated October 23, 2013.

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 **23rd** day of **October, 2013.**

PREMIUM ANNOUNCES $1.1 MILLION NON-BROKERED PRIVATE PLACEMENT

October 23, 2013, Vancouver, British Columbia – Premium Exploration Inc. (TSXV: PEM; OTC Pink Current: PMMEF) ("**Premium**" or the "**Company**") is pleased to announce, further to a Price Reservation Form filed with the TSX Venture Exchange on October 8, 2013, that it has arranged a non-brokered private placement (the "**Private Placement**") for up to 22,000,000 units (each a "**Unit**") of the Company to raise gross proceeds of $1,100,000 at a price of $0.05 per Unit.

Each Unit is comprised of one common share (a "**Share**") and one common share purchase warrant (a "**Warrant**"). Each Warrant entitles the holder to acquire an additional Share of the Company at a price of $0.15 per Share for a period of 3 years from the date of issuance.

In connection with the Private Placement, the Company will issue cash finder's fees of 9% and 9% finder's warrants, at an exercise price of $.15 for a period of 3 years (the "**Finder's Warrants**"), for units placed by qualified individuals.

The Units and Finder's Warrants issued under the Private Placement will be subject to a four-month hold period from the date of issuance, and the Private Placement is subject to final acceptance from the TSX Venture Exchange.

The net proceeds of the Private Placement will be for the advancement of the Company's Idaho Gold Project and for additional working capital.

About Premium Exploration Inc.

Premium is focused on gold exploration at its district-sized land package along the Oro Grande Shear Zone (the "**OSZ**") in North-Central Idaho, USA. The OSZ is a 30+ km regionally significant trending structure with multiple known zones of gold mineralization and, similar to many large productive gold belts, such as Carlin Trend in Nevada. Premium has a proven exploration strategy, 30 km of drill-ready targets, and is well positioned to create shareholder value through exploration and development of this emerging gold district. For additional information, please visit us at www.premiumexploration.com.

For more information, please contact:

Mr. John Ryan, President & Chief Executive Officer
Premium Exploration Inc.
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Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.