

FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1. NAME AND ADDRESS OF COMPANY

Prominex Resources Corp.
1001 - 1010 Howe Street
Vancouver, BC, V6Z 1P5

ITEM 2. DATE OF MATERIAL CHANGE

June 20, 2013

ITEM 3. NEWS RELEASE

The press release was issued on June 20, 2013 to the TSX Venture Exchange and through various other public media, (Canada Stockwatch and Market News Inc.) and filed on SEDAR – all in accordance with the policies of the regulatory authorities.

ITEM 4. SUMMARY OF MATERIAL CHANGE

June 20, 2013, Vancouver, BC: Prominex Resource Corp. (TSXV: PXR) (the “Company” or “Prominex”) announced today that its Board of Directors have approved a change of the Company's auditors from Grant Thornton Chartered Accountants (“Grant Thornton”) of St. John’s, NL to James Stafford Inc, Chartered Accountants (“Stafford”) of Vancouver, BC.

Prominex also announces a change in the Company’s Registered and Records Office. Its Registered and Records Office formerly located at Lawson Lundell LLP, Suite 1600, 925 West Georgia Street, Vancouver, BC, Canada, V6C 3L2, is now located at its head office: Prominex Resources Corp., Suite 1001, 1010 Howe Street, Vancouver, BC, Canada V6Z 1P5.

ITEM 5. 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

PROMINEX ANNOUNCES NOTICE OF CHANGE OF AUDITOR AND CHANGE IF REGISTERED & RECORDS OFFICE

June 20, 2013, Vancouver, BC: Prominex Resource Corp. (TSXV: PXR) (the “Company” or “Prominex”) announced today that its Board of Directors have approved a change of the Company's auditors from Grant Thornton Chartered Accountants (“Grant Thornton”) of St. John’s, NL to James Stafford Inc, Chartered Accountants (“Stafford”) of Vancouver, BC.

At the request of the Company, Grant Thornton has resigned as auditor of the Company effective June 18, 2013. The Audit Committee and the Board of Directors of the Company have appointed Stafford as the successor auditor in their place effective June 19, 2013. The Company has sent a Change of Auditor notice (the "Notice") to each of Grant Thornton and Stafford, and has received a letter from each addressed to the securities commissions in each of British Columbia and Alberta (the "Commissions") stating they agree with the information contained in the Notice. A copy of each letter from Grant Thornton and Stafford addressed to the Commissions and to the TSX Venture Exchange will be filed on SEDAR with a copy of the Notice.

There were no disagreements or unresolved issues with Grant Thornton on any matter of audit scope or procedure, accounting principles or policies, or financial statement disclosure. It is the

Company's opinion that there have been no reportable events, (as defined in National Instrument 51-102 (Part 4.11)) between the Company and Grant Thornton. Grant Thornton did not have any reservation in their auditors' report for the financial statements for the Company's last two fiscal years or for any period subsequent to the date the most recent audit report was issued and preceding the date hereof.

Prominex President & CEO, Mr. Gordon Barron stated: "I would like to express our sincere gratitude to Grant Thornton on behalf of the shareholders and the board of directors",

CHANGE OF REGISTERED AND RECORDS OFFICE

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About Prominex:

Prominex is a Canadian company engaged in exploration for VMS deposits in Newfoundland and Labrador. The Company's two major assets are the Tulks Hill and the Lake Bond projects, both situated in central Newfoundland.

ON BEHALF OF THE BOARD

"Gordon Barron"
President and CEO

Neither the TSX-V nor its Regulation Services Provider (as that term is defined in the policies of the TSX V) accepts responsibility for the adequacy or accuracy of this release, and no securities regulatory authority has approved or disapproved of the contents of this release.

FOR FURTHER INFORMATION PLEASE CONTACT:

Mr. Gordon Barron
President and CEO
1.604.566.1094
www.prominex.ca

5.2 DISCLOSURE FOR RESTRUCTURING TRANSACTION

N/A

ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OR (3) OF NATIONAL INSTRUMENT 51-102

N/A

ITEM 7. OMITTED INFORMATION

N/A

ITEM 8. EXECUTIVE OFFICER

To obtain further information please contact Mr. Gordon Barron, President & CEO of the Issuer at 604.566.1094.

ITEM 9. DATE OF REPORT

DATED at Vancouver, BC this 20th day of June, 2013.

/s/ "Gordon Barron"

Gordon Barron
President & CEO