

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

October 15, 2013

ITEM 3. NEWS RELEASE

The press release was issued on October 15, 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

October 15, 2013- Vancouver, BC - Prominex Resource Corp. (TSX:V-PXR) announces the re-election of all management nominees as directors at the Company's Annual General Meeting held in Vancouver, BC on October 15, 2013. James Stafford Inc. Chartered Accountants of Vancouver, BC were reappointed as the auditor and all resolutions on the agenda were ratified. There were 42,302,047 shares represented by proxy or 50.55% of the 83,690,890 issued and outstanding shares on the record date of September 10, 2013. The following sets forth a brief description of each matter, which was voted upon at the Meeting and the outcome of the vote.

	Description of Matter	Outcome of Vote	Votes For (Ballot Only)	Votes Against or Withheld (Ballot Only)
1	Fix the number of directors to be elected at the Meeting at four (4)	Resolution approved	41,426,747	875,300
2.	To elect the following nominees to serve as directors of Prominex for the ensuing year, or until their successors are duly elected or appointed, Gordon Barron Dr. David Stirling Gordon MacNiel Liliana Hartwig	Elected Elected Elected Elected	42,289,247 42,289,247 41,443,247 42,289,247	12,800 12,800 858,800 12,800
3	To approve the appointment of James Stafford Inc. Chartered Accountants	Appointed	41,456,047	846,000
4.	To approve and adopt the ordinary resolution in relation to the approval of the rolling stock option plan of Prominex	Resolution Approved	41,421,747	880,300

ITEM 5. 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

Prominex Announces Results of Annual General Meeting

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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 15th day of October, 2013.

/s/ "Gordon Barron"

Gordon Barron
President & CEO