

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

November 20, 2013

ITEM 3. NEWS RELEASE

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

ITEM 4. SUMMARY OF MATERIAL CHANGE

DRILL PROGRAM PLANNED FOR REID LOT 50, NEWFOUNDLAND
Drilling to test Lake Bond Deposit along strike and at depth

Vancouver, BC – November 20, 2013 -- Prominex Resource Corp. (the “Company” or “Prominex”) TSX:V-PXR) is pleased to announce that it has completed the summer exploration program on its 100% owned Reid Lot 50 (Lake Bond) property in central Newfoundland. The property is subject to a 2% Net Smelter Return (NSR) royalty in favour of Reid Newfoundland Limited of St. John’s, NL. The Company retains the option of purchasing 1% of the NSR for \$1,000,000.

The 2013 program comprised compilation of historic diamond drilling results, prospecting and a soil sampling surveys. Prominex plans a follow up exploration program comprising 18 line-km of geophysical (Horizontal Loop EM) surveys and 2,000 metres of diamond drilling based on the results of our 2013 compilation and sampling results. The purpose of the current compilation and follow up exploration program is to outline a near surface mineral deposit that may be amenable to open pit mining methods.

ITEM 5. 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

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Various operators from the mid 1950's to 1997 have carried out geochemical sampling, ground geophysical surveys, and completed approximately 13,300 m of diamond drilling in 90 holes on the property. Early exploration efforts by New Jersey Zinc Exploration Company (Canada) Limited (New Jersey Zinc, or NJZ) defined two target areas; Main Zone, close to the western shore of Lake Bond, and Zone 2, which is approximately 900 m west of the Main Zone, in the western part of the property. Drilling campaigns were completed by the following operators; New Jersey Zinc (1956), Consolidated Morrison Explorations Ltd. (CM) (1976), MacRee Resources Inc. (MacRee) (1989), Noranda Exploration Company Limited (Noranda) (1992/93) and First Labrador Acquisitions Inc. (First Labrador) (1997).

Drill records indicate that the Main Zone includes massive sulphide mineralization as well as lower grade material known as "stringer zone" that extends more than 500 m along strike and to vertical depths of more than 330 m over widths that range from approximately 10 m to 75 m. In general, the Main Zone mineralization is associated with a ground geophysical (Max-Min EM) conductor that trends north-northeast and is dipping steeply to the west.

In 1989, MacRee reported "indicated and possible reserves" of 507,998 tonnes for the Main Zone at an average grade of 4.15% Zn and 0.62% Cu. MacRee also reported a lower grade resource of 2.6 million tonnes at an average grade of 2.09% Zn and 0.3% Cu. The Company cautions the reader that the reported estimates of tonnes and average grade are historical resources and they are not NI 43-101 compliant Mineral Resources.

The drilling campaigns by Noranda in 1992 and 1993 were successful in extending the Main Zone at depth, with wide mineralized intersections of 2.37% Zn over 24.9 m and 1.68% Zn over 36.8 m at depths ranging from approximately 190 m to 330 m.

The past drilling indicates that there is good potential that the Main Zone extends to the south, and the objective for the next drilling program is to test this potential.

In 2012 and 2013, Prominex completed sampling of the Main Zone in and around old trenches dug by New Jersey Zinc. Results are as follows.

- 3.77% Zn and 3.11% Cu, located near old NJZ trench No. 6, near eastern margin of Main Zone
- 1.15% Zn and 1.19% Cu, located near old NJZ trench No. 8, and close to sample location above.
- 1.31% Zn, near the western margin of Main Zone.
- Outcrop sample; 100 m north of the Main Zone returned assay results of 1.59% Cu and 4.40% Zn.
- Outcrop sample; 400 m north of the Main Zone returned assay results of 5.10% Zn.

Listed in the Table below are some of the mineralized intersections in drill holes.

Significant Mineralized Intersections in Historic Diamond Drill Holes					
Prominex Resource Corp.- Reid Lot 50 (Lake Bond) Property, NL					
Company	Drill Hole	Mineralized Intersection		Width (m)	Depth Below Surface (m)
		% Zn	% Cu		
New Jersey Zinc	NJZ-56-3	3.43	1.15	5.76	49.0
New Jersey Zinc	NJZ-56-4	2.07	2.00	12.67	13.0
New Jersey Zinc	NJZ-56-5	1.02	0.45	12.16	20.0
New Jersey Zinc	NJZ-56-6	1.32	0.08	82.31	61.0
New Jersey Zinc	NJZ-56-7	1.78	0.23	51.83	77.0
New Jersey Zinc	NJZ-56-8	2.57	0.25	11.0	89.0

New Jersey Zinc	NJZ-56-9	1.24	N/A	25.20	42.0
New Jersey Zinc	NJZ-56-10	1.58	0.16	77.74	78.0
New Jersey Zinc	NJZ-56-12	1.55	0.23	7.63	8.0
New Jersey Zinc	NJZ-56-18	1.48	0.28	17.20	23.0
New Jersey Zinc	NJZ-56-20	1.60	0.18	18.30	25.0
New Jersey Zinc	NJZ-56-21	1.08	0.20	7.70	64.0
New Jersey Zinc	NJZ-56-25	2.56	0.31	7.90	21.0
New Jersey Zinc	NJZ-56-26	2.18	0.19	17.83	35.0
Consolidated Morrison	CM-76-2	2.25	0.07	21.34	83.0
Consolidated Morrison	CM-76-3	1.25	0.07	12.19	49.0
Consolidated Morrison	CM-76-3	1.52	0.07	21.04	92.0
MacRee Resources	LB-89-11	2.72	0.07	28.02	70.0
Noranda Exploration	LB-92-1	1.77	N/A	43.50	235.0
Noranda Exploration	LB-92-2	2.37	N/A	24.90	214.0
Noranda Exploration	LB-92-2	1.47	N/A	12.00	233.0
Noranda Exploration	LB-93-4	2.22	0.10	6.40	328.0
Noranda Exploration	LB-93-5	1.68	N/A	36.80	275.0

Notes:

- Drill core is not available.
- Prominex has not verified the above mineralized intersections by independent sampling.
- Depth below surface is approximate.

Qualified Person

Mr. Hrayr Agnerian, M. Sc (Applied), P.Geo., President of Agnerian Consulting Ltd., is a Qualified Person as set out in the definitions of National Instrument 43-101 (NI 43-101). Mr. Agnerian has reviewed and approved the technical information included in this press release.

About Prominex

Prominex is a TSX-Venture listed exploration and development company trading under the symbol “PXR”. During the past several years, Prominex has been exploring primarily for zinc-lead-copper-silver-gold mineral resources. Currently, Prominex is evaluating two projects within a base metal rich area of central Newfoundland, home to formerly producing world-class base metal deposits at Buchans and the currently producing Duck Pond zinc-copper mine owned and operated by Teck Corporation. The Company’s two major assets are the historic Tulks Hill and the Reid Lot 50 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 November, 2013.

/s/ "Gordon Barron"

Gordon Barron
President & CEO