

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

January 29, 2014

ITEM 3. NEWS RELEASE

The press release was issued on January 29, 2014 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

Vancouver, BC--- January 29, 2014 - Prominex Resource Corp. (the “Company” or “Prominex”) (TSX:V-PXR) announced today that it has received a Mining Lease issued by the Department of Natural Resources (DNR) , Government of Newfoundland and Labrador (NL) for a portion of the Tulks Hill property (Tulks Hill Mineral Licence 10212M) located in central Newfoundland. (see news release of May 3, 2013). The mining lease is 72.5 hectares (ha) in size, and covers the Tulks Hill volcanogenic massive sulphide (VMS) deposit, with National Instrument 43-101 (NI 43-101) compliant Mineral Resources.

The Tulks Hill property is a joint venture between Prominex (51%, operator) and Buchans Mineral Corporation (“Buchans”) (see news release of November 12, 2007). Recently, Buchans became a wholly-owned subsidiary of Minco Plc (MIO-AIM).

ITEM 5. 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

**Prominex Resource Corp.
Announces Receipt of Tulks Hill Mining Lease**

Vancouver, BC--- January 29, 2014 - Prominex Resource Corp. (the “Company” or “Prominex”) (TSX:V-PXR) announced today that it has received a Mining Lease issued by the Department of Natural Resources (DNR) , Government of Newfoundland and Labrador (NL) for a portion of the Tulks Hill property (Tulks Hill Mineral Licence 10212M) located in central Newfoundland. (see news release of May 3, 2013). The mining lease is 72.5 hectares (ha) in size, and covers the Tulks Hill volcanogenic massive sulphide (VMS) deposit, with National Instrument 43-101 (NI 43-101) compliant Mineral Resources.

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About Tulks Hill

The Tulks Hill property is located approximately 60 km southwest of the former mining town of Buchans, NL, and 40 km southwest of the Duck Pond base metal mine, which is operated by Teck Resources Limited (Teck). The property is accessible from both the towns of Buchans and Millertown by well-maintained pulpwood haulage roads. The 18 MW Star Lake Hydro-electric project is located 6 km from the property.

Discovered in 1961 by Asarco Ltd. (Asarco), the Tulks Hill prospect was explored by the Asarco/Abitibi-Price Ltd. Joint Venture (Abitibi-Price) from 1961 to 1981. This historic exploration resulted in outlining four volcanogenic massive sulphide (VMS) lenses termed T1, T2, T3, and T4. In 1980, the Buchans Mine geological staff carried out a resource estimate for Abitibi-Price and reported an inferred resource for the 4 lenses of 730,000 tonnes at an average grade of 5.5% zinc, 2.1% lead, 1.1 % copper, 45 g/t silver, and 0.4 g/t gold. The resource estimate was based on diamond drilling at 30-metre centers, and a total of 212 metres of underground development on the T3 lens. Prominex cautions that the Abitibi-Price resource estimates are historical estimates and should not be relied upon.

In July 2008, the Company received a NI 43-101 Technical Report including an estimate of mineral resources for the T3 Lens. This report is filed on SEDAR (www.sedar.com) and is available on the Prominex web site (www.prominex.ca). The Tulks Hill property is subject to net smelter return royalty ranging from 2.0% to 2.25% on certain of the claims.

The following summary is from the NI 43-101 Technical Report prepared for the Tulks Hill joint venture by Mr. Hrayr Agnerian, M.Sc. (Applied), P. Geo., formerly of Scott Wilson RPA.

“The T3 Lens of the Tulks Hill deposit contains some 431,000 tonnes of Indicated Mineral Resources at an average grade of 0.89% Cu, 3.97% Zn, 1.61% Pb, 35.09 g/t Ag and 1.17 g/t Au. The 1.1% CuEq (copper equivalent) cut-off grade is based on a minimum 2 metre horizontal thickness of mineralization. The drilling by Prominex at Tulks Hill has confirmed the earlier results by Asarco Inc.”

T3 Lens – Mineral Resources above the Adit

<u>Zone</u>	<u>Category</u>	<u>Tonnes</u>	<u>Average Grade</u>				
			<u>% Cu</u>	<u>% Zn</u>	<u>% Pb</u>	<u>g/t Ag</u>	<u>g/t Au</u>
2	Indicated	290,000	0.91	5.03	2.00	38.81	1.24
3	Indicated	30,000	0.52	2.67	1.53	61.52	0.59
Total	Indicated	320,000	0.87	4.81	1.96	40.94	1.18

T3 Lens - Mineral Resources below the Adit and Elsewhere

<u>Zone</u>	<u>Category</u>	<u>Tonnes</u>	<u>Average Grade</u>				
			<u>% Cu</u>	<u>% Zn</u>	<u>% Pb</u>	<u>g/t Ag</u>	<u>g/t Au</u>
1	Indicated	4,000	0.79	1.09	0.41	26.19	0.31
2	Indicated	44,000	0.76	1.77	0.56	19.53	2.76
3	Indicated	5,000	0.52	2.46	1.39	57.95	0.66
4	Indicated	58,000	1.12	1.42	0.60	15.09	0.06
Total	Indicated	111,000	0.94	1.55	0.60	18.24	1.15

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 the technical information included in this news 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:

Gordon Barron
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Prominex Resource Corp.
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 29th day of January 29, 2014.

/s/ "Gordon Barron"
Gordon Barron
President & CEO