

**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**

April 1, 2014

**ITEM 3. NEWS RELEASE**

The press release was issued on April 1, 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--- April 1, 2014 - Prominex Resource Corp. (the “Company” or “Prominex”) TSX:V-PXR), announces a non brokered private placement of 6,000,000 Units at \$0.05 per unit for gross proceeds of up to \$300,000.00 (the "Private Placement"). Each Unit comprises one common share and one full share purchase warrant. Each warrant is exercisable into one common share for a period of 12 months from the date of closing of the private placement at a price of \$0.10 per share. All values are in Canadian dollars unless otherwise specified.

**ITEM 5. 5.1 FULL DESCRIPTION OF MATERIAL CHANGE**

**Prominex announces \$300,000 Private Placement**

Vancouver, BC--- April 1, 2014 - Prominex Resource Corp. (the “Company” or “Prominex”) TSX:V-PXR), announces a non brokered private placement of 6,000,000 Units at \$0.05 per unit for gross proceeds of up to \$300,000.00 (the "Private Placement"). Each Unit comprises one common share and one full share purchase warrant. Each warrant is exercisable into one common share for a period of 12 months from the date of closing of the private placement at a price of \$0.10 per share. All values are in Canadian dollars unless otherwise specified.

Prominex intends to use the proceeds from the transaction for general working capital. Prominex may pay a finder's fee of up to 10% of the proceeds. The finder's fees may be payable in cash or units or a combination of both.

The offering is subject to certain conditions including, but not limited to, the receipt of all necessary approvals, including the approval of the TSX Venture Exchange. The securities issued pursuant to the offering will be subject to a four month plus one day hold period from date of issuance.

The securities proposed to be offered in the private placement have not been registered under the U.S. Securities Act of 1933, as amended, or any State securities laws, and

may not be offered or sold in the United States or to U.S. Persons absent registration or an applicable exemption from the registration requirements.

In addition, the Company has entered into an agreement with a shareholder whereby the shareholder will provided up to \$125,000 to the Company by way of shareholder loans. The shareholder loans received under this agreement are unsecured, pay interest at 5% per annum and mature on December 31, 2014. The Company anticipates that it will require \$60,000 by way of shareholder loans to the end of June 2014.

#### **About Prominex**

Prominex is a TSX-Venture listed mineral 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 deposits. 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. 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 TSXV nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) 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

President and CEO

Prominex Resource Corp.

1.604.566.1094

## **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 1<sup>st</sup> day of April, 2014.

/s/           "Gordon Barron"          

**Gordon Barron**

**President & CEO**