

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

May 30th, 2014

ITEM 3. NEWS RELEASE

The press release was issued on May 30th, 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

Prominex Resource Corp. (the “Company” or “Prominex”) (TSX:V-PXR) is providing the following update on the status of its base metal projects in central Newfoundland and its evaluation of opportunities in the Hemp and Medical Marijuana industries. The company continues to seek financing to continue exploration of its mineral projects.

ITEM 5. 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

Corporate Update

Vancouver, BC --- May 30, 2014 - Prominex Resource Corp. (the “Company” or “Prominex”) (TSX:V-PXR) is providing the following update on the status of its base metal projects in central Newfoundland and its evaluation of opportunities in the Hemp and Medical Marijuana industries. The company continues to seek financing to continue exploration of its mineral projects.

Tulks Hill

On January 27, 2014, Prominex announced that it had received a Mining Lease issued by the Department of Natural Resources in St. John’s, Newfoundland and Labrador for a portion of the Tulks Hill property located in central Newfoundland. The mining lease is 72.5 hectares (ha) in size and covers the Tulks Hill volcanogenic massive sulphide (VMS) deposit. On May 13, 2014, the Tulks Hill joint venture acquired 20 claims (Licence 022215M) that surround the Tulks Hill Mining lease. The mining lease requires an annual payment of \$5,827.60. The recently acquired claims require an expenditure of \$1,200 by June 2015.

The Tulks Hill property is a joint venture between Prominex (51% operator) and Buchans Mineral Corporation (Buchans). Buchans is now a 100% owned subsidiary of Minco Plc (MIO-AIM); (refer to news release dated January 27th, 2014)

Reid Lot 50

On May 1, 2014, the Department of Natural Resources in St. John’s, NL accepted the Company’s assessment report for exploration completed on the Reid Lot 50 project. The

project is in good standing until December 31, 2018 and thereafter requires expenditures of \$10,888 on an annual basis. Prominex holds a 100% interest in the Reid Lot 50 property, which 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.

Subject to suitable financing, the Company plans a 2,000 m diamond drill program at the Reid Lot 50 project for the fall of 2014. At the present time Prominex is seeking funding to further its exploration efforts. (refer to news release dated November 20, 2013).

Hemp and Medical Marijuana Industry

On March 25th, 2014 the Company announced its plans to evaluate opportunities in the Hemp and Medical Marijuana industries within Canada. The Company continues to evaluate opportunities within these industries. (refer to news release dated March 25, 2014). At this time, no transactions are in place, nor is there any assurance that a new project will be concluded in the future.

Non-Brokered Private Placement

On April 1, 2014, the Company announced a non-brokered private placement of \$300,000. The private placement has been extended to June 30th, 2014. All other terms of the offering remain the same. (refer to news release dated April 1, 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 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

President and CEO

Prominex Resource Corp.

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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 30th day of May, 2014

/s/ "Gordon Barron"

Gordon Barron
President & CEO