PROMINEX RESOURCE CORP.

AMENDED AUGUST 25TH, 2011

MANAGEMENT DISCUSSION AND ANALYSIS

FOR THE PERIOD ENDED JANUARY 31, 2011

FORWARD LOOKING STATEMENTS

*The Management Discussion and Analysis (MD&A) is an overview of the activities of Prominex Resource Corp. (Prominex/the "Company") for the nine months ended January 31st, 2011. Please read the MD&A in conjunction with the Company's interim financial statements for the period ended January 31st, 2011 and the notes attached thereto. The effective date of this Management Discussion & Analysis (MDA) is **as amended on August 25, 2011.** The Company's interim financial statements are prepared in accordance with Canadian generally accepted accounting principles (GAAP). All figures are in Canadian dollars. Additional information related to the Company is available for viewing on the Company website www.prominex.ca and on SEDAR at www.sedar.com.*

The following MD&A is management's assessment of the Company's operations and financial results, together with future prospects. This MD&A contains certain forward-looking information. All information, other than historical facts included herein, including without limitation data regarding potential mineralization, exploration results and plans and objectives of the Company, is forward-looking information that involves various risks and uncertainties. There can be no assurance that such information will prove to be accurate and future events and actual results could differ materially from those anticipated in the forward-looking information.

DESCRIPTION OF BUSINESS

The Company is a mineral exploration company engaged in acquiring and exploring mineral properties, and holds interests in properties located in the province of Newfoundland and Labrador, Canada. The Company's properties are currently at an "exploration stage." The common shares of the Company are listed on the TSX Venture Exchange under the symbol "PXR". The Company's head office is in Vancouver, BC, Canada and it maintains an exploration office in the town of Buchans, Newfoundland.

To date, the Company is dependent on the equities market to finance all of its activities and it will continue to rely on this source of funding for its exploration expenditures and to meet its ongoing working capital requirements.

OVERALL PERFORMANCE

In 2004, the Company redirected its focus back to the resource exploration and development sector, which has historically been the Company's business. At present, the Company holds interests directly

and through joint ventures in two mineral projects in central Newfoundland, Tulks Hill, and Lake Bond. Prominex has expended $1.67 million in exploration and acquisition costs on these projects.

The Company's mineral properties are in good standing and no significant expenditures are required at Tulks Hill until 2013. The Company must complete $50,000 in exploration expenditures at Lake Bond by November 2011.

Property Expenditure Milestone

In November 2007, Prominex earned an undivided 51% interest in the Tulks Hill mineral licence. Prominex is the operator of an unincorporated joint venture with Buchans Minerals Corporation (BMC-V) formerly Royal Roads (RRO-V) and earns a 10% management fee from the joint venture.

Financial Summary

The Company completed a private placement closing on January 18th, 2011 of 1.76 million shares issued at a price of $0.05 per unit generating financing of $88,000.00 During the previous year ended April 30th, 2010, the Company completed two other private placements. In June 2009, the Company completed a private placement financing of $111,250 through the issuance of 4.45 million units at a price of $0.025 per unit. In March 2010, the Company completed a private placement of $195,000.00 through the issuance of 3.9 million units at a price of $0.05 per unit. The proceeds from this financing are for general working capital including other financing initiatives.

Investor Awareness

The Company does not have an investor awareness program; currently the president provides shareholder communication. The Company will continue some investor awareness initiatives including investor conference participation and print, radio and web media advertising of the Company and its prospective properties. The Company maintains a summary of corporate and technical information on its website and provides links to regulatory, government, and other sources of information.

Future Funding

The Company has historically financed its activities principally by sale of equity securities and while it has been successful in the past, there can be no assurances it will be successful in the future. The recoverability of exploration costs is dependent upon the ability of the Company to obtain financing to fund and complete the development of such reserves or through the sale of the licenses.

RESULTS OF OPERATIONS

Net loss for the period ended January 31, 2011 is $169,017 compared to a net loss for the period ended January 31, 2010 of $52,199. The increase in net loss for the period compared to January 31, 2010 is due to the accounting for stock based compensation with respect to 3,700,000 stock options issued to officers and directors of the Company. The restatement and amendment were required because of an error in the calculations of stock Option awards and the cost of share warrants using the Black Scholes Model. The original and restated amounts are:

	Original	**Restated**
Stock option awards	$162,000	$111,300
Share warrants	$ 79,000	$ 11,400
Loss for period ended	$219,717	$169,017
Deficit	$(9,096,107)	$(9,045,407)
Share capital	$7,616,278	$7,683,868
Contributed surplus	$2,700,319	$2,582,019

Net loss for the year ended April 30, 2010, is $699,487 or ($0.02) per share compared to a net loss for the year ended April 30, 2009 of $360,263 ($0.01) per share. This was largely due to the accounting for a share warrant extension on 11,840,000 common share purchase warrants ("PXR Warrants"). Originally, each PXR Warrant entitled the holder thereof to purchase one common share of Prominex at any time until July 22, 2009 (the "PXR Expiry Date") at a purchase price of CAD$0.13. Prominex received approval to extend the PXR Expiry Date of such PXR Warrants to July 22, 2010. Except for the PXR expiry date extension, all provisions of the PXR Warrants remain the same. Excluding this item, the loss for the 2010 fiscal year was comparable to fiscal 2009.

SELECTED ANNUAL INFORMATION

Annual Financial Data – 2007 to 2010

Year Ending April 30	*2010*	*2009*	*2008*	*2007*
Net loss ($)	699,487	360,263	1,391,910	340,329
Net loss per share-basic & diluted ($)	(0.02)	(0.01)	(0.04)	(0.01)
Current assets ($)	103,447	34,642	190,912	134,096
Total Assets ($)	1,761,693	1,683,051	1,820,992	1,626,144
Total Liabilities ($)	490,490	344,340	122,018	44,427
Working capital (deficiency) ($)	(387,043)	(309,698)	68,894	89,669
Equity/(deficit) ($)	1,271,203	1,338,711	1,698,974	1,581,717
Cash dividends ($)	Nil	Nil	Nil	Nil

SUMMARY OF QUARTERLY RESULTS

Canadian Generally Accepted Accounting Principles (GAAP)

	Restated 2011 Q3	*2011 Q2*	*2011 Q1*	*2010 Q4*	*2010 Q3*	*2010 Q2*	*2010 Q1*	*2009 Q4*	*2009 Q3*
Loss from operations	169,017	47,715	36,433	594,169	52,199	41,736	11,383	110,986	119,560
Future income tax	-	-	-	-	-	-	-	-	-
Net loss	169,017	47,715	36,433	594,169	52,199	41,736	11,383	110,986	119,560
Net loss per share/ basic & diluted	0.003	0.001	0.000	0.01	0.001	0.001	0.000	0.003	0.003
Current assets	78,092	52,460	48,304	103,447	29,452	41,533	55,851	34,643	50,856
Total assets	1,748,125	1,710.706	1,706,550	1,761,693	1,676200	1,684,450	1,697,149	1,683,051	1,737,960
Total liabilities	527,635	518,498	471,780	490,490	328,267	284,106	255,071	344,340	252,551
Working capital (deficiency)	(449,453)	(466,037)	(418,321)	(387,043)	(298,815)	(242,573)	(199,220)	(309,697)	(201,695)
Equity (deficit)	1,220,490	1,192,208	1,234,770	1,271,203	1,347,933	1,400,344	1,442,078	1,338,711	1,737,960
Cash dividends	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

The Company's cash balance at January 31, 2011 amounted to $21,815 (October 31, 2010 $5,271) compared to $67,568 for the year ended April 30, 2010. During the period ended January 31, 2011, there was $88,000 cash provided in financing activities related to the issuance of 1,760,000 common shares.

DISCLOSURE OF OUTSTANDING SHARE CAPITAL

The Company has unlimited share capital and as at January 31, 2011 there are 51,085,890 shares issued and outstanding as compared to 45.425,890 as at January 31, 2010. The Company completed a private placement of 1,760,000 shares at a price of $0.05 per unit for total proceeds of $88,000 during the period ended January 31st, 2011. Each unit consists of one common share (“Common Share”) and one share purchase warrant (“Warrant). Each warrant will be exercisable at $.10 into one common share for a period of 12 months from Closing.

MINERAL PROPERTIES AND DEFERRED EXPLORATION COST

The Company has investigated title to all of its mineral properties and, to the best of its knowledge, title to all of its properties are in good standing. The Company’s mineral properties are all located in Newfoundland and Labrador, Canada.

Tulks HILL

On December 15, 2005, the Company entered into an option agreement to acquire a 51% interest in a property known as Tulks Hill located in central Newfoundland. In November 2007, the Company earned a 51% interest by completing the requirements under the option agreement. In July 2008, the Company received an NI 43.101 Technical Report on the Tulks Hill property. The property is subject to Net Smelter Return royalties ranging from 2% to 2.25% on certain of the claims. The Tulks Hill Property is located approximately 40 km southwest of the former mining town of Buchans, and is accessible from both the towns of Buchans and Millertown by well-maintained pulpwood haulage roads.

The following is a summary is from the NI 43.101 Technical Report on the Tulks Hill Cu-Zn Project, Newfoundland and Labrador, Canada, prepared for the Tulks Hill Joint Venture between Prominex Resources Corp (operator) and Buchans River Limited, now Royal Road. Prepared by Hrayr Agnerian, M.Sc. (Applied), P. Geo. of Scott Wilson RPA on July 22, 2008.

"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 cut-off grade is based on a minimum 2 m horizontal thickness of mineralization. The drilling by Prominex at Tulks Hill has confirmed the earlier results by Asarco Inc." "There is good potential for the discovery of additional Cu-Zn-Pb-Ag-Au mineralization northeast, southwest, and southeast of the T3 Lens and at other targets within Mineral Licence 10212M. These targets have geological and geophysical characteristics that are similar to the T3 Lens."

T3 Lens – Mineral Resources above the Adit

Zone	Category	Tonnes	Grade				
			% Cu	% Zn	% Pb	g/t Ag	g/t Au
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**

Mineral Resources below the Adit and Elsewhere

Zone	Category	Tonnes	Grade				
			% Cu	% Zn	% Pb	g/t Ag	g/t Au
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**

Lake Bond

On December 28, 2006, the Company entered into an option agreement to acquire a 100% interest in a property known as Reid Lot 50, Lake Bond located in central Newfoundland. In order to acquire the 100% interest, the Company must expend $50,000.00 on exploration and development and maintain the mineral lease in good standing. The Company has maintained the mineral leases in good standing and it did receive an extension to October 2011 to complete the $50,000 in exploration expenditures required to earn a 100% interest in the property. The property is subject to a Net Smelter Return royalty of 2%, of which the Company can purchase 1% for $1,000,000.

Deferred Exploration Costs

	Tulks Hill Property	*Lake Bond Property*	*Total*
Balance beginning of period	1,604,274	53,972	1,658,246
Additions during period	898	10,888	11,786
Balance end of period	1,605,172	64,860	1,670,032

TRANSACTIONS WITH RELATED PARTIES

During the period ended January 31, 2011, the Company paid or accrued $4,114 in rent, telephone and office expenses to an officer and director, (January 31, 2010 $7,864) and paid or accrued $39,000 management or consulting fees to officers and directors (January 31, 2010 $29,000) which was charged to loss for the period.

During the year ended April 30, 2010, the Company paid or accrued $221,218 in consulting fees to directors and officers, (2009 - $123,206) which was charged to loss for the period. These transactions were in the normal course of operations and are measured at the exchange value and at an amount of consideration established and agreed to by the related parties.

RISKS AND UNCERTAINTIES

The Company's continuation as a going concern is dependent on its ability to raise sufficient and appropriate equity financing to fund and complete the development of its mineral properties and attainment of future profitable operations. While the Company has been successful in the past in financing its activities there can be no assurances it will be successful in the future.

Companies involved in the mineral exploration industry face many risk factors. While it is not possible to eliminate all the factors inherent in the mineral exploration business, the Company, through ongoing assessment, strives to mitigate these risks to ensure the protection of its assets.

Exploration and Development Risk

Mineral exploration and development involves a high degree of risk and few properties will become producing mines. There is no assurance that any mineral resources identified and defined will be mined commercially. The Company attempts to mitigate these risks by conducting exploration programs and studies using qualified contractors and personnel who will make professional recommendations based upon the findings of these studies.

Risk in Resource/Reserve Calculations and Estimation of Metal Recoveries

There is a degree of uncertainty attributable to the calculation of mineral resources and mineral reserves and corresponding grades and all mineral resources and mineral reserves and grades should be treated as estimates only.

Financing Risk

The Company has limited financial resources and relies upon the issuance of share capital to raise funds. The Company's management is aware that the availability of equity funds at favourable terms is not certain, so the financial requirements of the Company's operations are reviewed at least quarterly to allow for timely changes in capital deployment. The Company has been successful in the past in obtaining financing from the placement of equity, however there can be no assurance that it will obtain adequate financing in the future or that the terms of such financing will be favourable.

Political and Legislative Risk

The Company's properties are located in Canada in the province of Newfoundland and Labrador. Any changes in regulations or shifts in political conditions are beyond the control of the Company and may adversely affect its business. Operations may be affected, to varying degrees, by changes in federal or provincial legislation and regulations and the affects of any changes cannot be accurately predicted. The Company identifies changes and potential changes in environmental legislation, provincial laws and regulations, and 'best practices guidelines' as sources of potential risk in this regard.

Business Cycle Risk

General market conditions and the price of precious and base metals will have an impact on the Company's ability to access financing in the future to continue the exploration of its properties and further the Company's long-term plan. Any changes in general market conditions are beyond the control of the Company.

REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

In connection with Exemption Orders issued in November 2007, the Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the unaudited interim financial statements and the audited annual financial statements and respective accompanying Management's Discussion and Analysis.

In contrast to the certificate under National Instrument (NI) 52-109 (Certification of Disclosure in Issuer's Annual and Interim Filings), the Venture Issuer Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109.

USE OF FINANCIAL INSTRUMENTS

Fair value estimates of financial instruments are made at a specific point in time based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values. The foregoing means, in simple terms, that the carrying value on the Balance Sheet of cash and cash equivalents, receivables, payables and accrued liabilities approximate their fair value because of the short-term nature of these instruments.

ADOPTION OF NEW ACCOUNTING POLICIES

Mining Exploration Costs

Effective May 1, 2009, the Company adopted EIC-174, "Mining Exploration Costs." This provides guidance on capitalization of exploration costs related to mining properties. It also provides guidance for development and exploration stage entities that cannot estimate future cash flows from its properties in assessing whether impairment in such properties is required. This EIC bulleting also provides additional discussion on recognition for long-lived assets. EIC-174 is to be applied retrospectively without restatement of prior periods' interim and annual financial statements for periods ending on or after the date of issuance of EIC-174. The adoption of these standards had no material impact on the Company's Financial Statements.

Goodwill and Intangible Assets

In February 2008, the CICA issues Section 3064, "Goodwill and Intangible Assets", which replaces Section 3062, "Goodwill and Other Intangible Assets", and Section 3450, "Research and Development Costs". This provides a more specific guidance on the recognition of internally developed intangible assets and requires that research and development expenditures be evaluated against the same criteria as expenditures for intangible assets. This Section increases harmonization of Canadian standards with international financial reporting standards and applies to annual and interim financial statements

beginning May 1, 2009. The adoption of this standard had no material impact on the Company's financial statements.

FUTURE ACCOUNTING PRONOUNCEMENTS

International Financial Reporting Standards (IFRS)

In January 2006, the Canadian Accounting Standards Board announced its decision requiring all publicly accountable entities to report under International Financial Reporting Standards. This decision establishes standards for financial reporting with increased clarity and consistency in the global marketplace. These standards are effective for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011, and are applicable for the Company on May 1, 2011.

While IFRS incorporates a conceptual framework similar to Canadian GAAP, there are significant differences with respect to recognition, measurement, and disclosure that the Company is beginning to assess. The Company's date of transition to IFRS will be May 1, 2011, with restatement of the comparative year in the first set of IFRS financial statements. The conversion project will include four phases: scoping, detailed assessment, implementation and post-implementation.

In furtherance of the transition to IFRS, our CFO has attended several IFRS seminars given by the Certified General Accountants Association of B.C. The objective of the training was to become aware of the timing of IFRS, comparing Canadian GAAP to IFRS and IFRS as it applies to the mining industry. The CFO will continue with training during Q4 of 2011 and beyond. Post-implementation will involve continuous monitoring of changes in IFRS and continuing to develop and maintain IFRS competencies by addressing training requirements throughout the organization.

A review of the IFRS conversion process has been performed which highlighted key differences between GAAP and IFRS. The following is a list of IFRS standards that may have a potential impact on the financial statements of the Company and are most relevant to the Company's conversion process.

Exploration and Evaluation of Mineral Resources

IFRS allows the costs of exploration for and evaluation of mineral resources to be expensed as incurred or capitalized, in accordance with the entity's selected accounting policy. The Company's policy is to capitalize the exploration expenses, unless the Company has not obtained the legal rights of the property or has already written off the property. FRS requires that exploration costs be classified as either tangible or intangible assets, a segregation not being done under Canadian GAAP.

Impairment of Assets

Like IFRS, Canadian GAAP requires an impairment testing when there is an indicator of impairment, except that under IFRS, the Company must assess if there is an indicator each reporting date. This might trigger more impairment testing under IFRS. Unlike IFRS, Canadian GAAP always recognizes impairment losses in the statement of earnings because the revaluations of long-lived assets are not permitted.

Conclusion

The Company does not anticipate the conversion to IFRS will have a significant impact on the Company's reported financial amounts. Financial statement disclosure of the Company will be significantly enhanced under IFRS. The Company does expect to meet all reporting deadlines in its conversion to IFRS and will report any difficulties in meeting these deadlines.

Business Combinations

The In January 2009, the CICA issued Handbook Sections 1582 "Business Combinations", 1601 "Consolidated Financial Statements" and 1602 "Non-Controlling Interests" which replace CICA Handbook Sections 1581 "Business Combinations" and 1600 "Consolidated Financial Statements". Section 1582 establishes standards for the accounting for business combinations that is equivalent to the standard under IFRS. Section 1601 together with Section 1602 establishes standards for the preparation of consolidated financial statements. These sections are applicable for the Company's interim and annual consolidated financial statements for its fiscal year beginning on or after January 1, 2011.

DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

	Restated Three Months Ended January 31	
Three Month Operating Expenses	***2011***	***2010***
Accounting Audit and Legal	402	38,278
Amortization	-	-
Bank charges & interest	293	435
Consulting wages & benefits	42,197	29,000
Insurance	-	2,100
Office	2,102	1,732
Regulatory fees	1.726	2,500
Rent	5,540	6,132
Shareholder Information	1,876	2,935
Stock Based Compensation	111,300	
Telephone	723	-
Transfer agent & shareholder	623	569
Travel & entertainment	2,236	-
Total Expenses	169,017	51,311

Schedule of Share Capital as at January 31, 2011:

Authorized: .... Unlimited common shares, without par value

Common shares Issued 51,085,890
Options outstanding 3,700,000
Warrants outstanding 5,660,000

OUTLOOK

The Company has sufficient funds to maintain its listing and the Company plans to conduct exploration on its properties in 2011, however, the size, scope, and objective(s) of the exploration activity is dependent upon funding.

SUBSEQUENT EVENTS

On February 12, 2011 the company announced the signing of a letter of agreement for a C$5,000,000.00 Equity Funding Facility with **Centurion Private Equity** an institutional investor managed by Roswell Capital Partners, LLC. Subject to executing mutually-acceptable definitive legal documentation for the transaction ("Closing Documents"), Centurion would commit to purchase up to C$5 million of the Company's Common Shares. The Funding Facility is subject to the Company obtaining a receipt for a final prospectus from the applicable Canadian securities commissions and the approval of the TSX Venture Exchange.

Under the Equity Funding Facility, Prominex may, during the 30 month term of the agreement and at its discretion, periodically sell to Centurion shares of Prominex's common stock at a price based upon a 6% discount to the market price (as defined in the Closing Document). Prominex intends to use the Facility to fund exploration of its mineral properties, and to support general corporate purposes.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The Board of Directors carries out its responsibility for the financial statements primarily through the audit committee, which is comprised of independent, non-executive directors who meet periodically with management and independent auditors to review financial reporting and internal control matters.

APPROVAL

The Board of Directors of the Company has approved the disclosure contained in the MD&A. A copy of this MDA is available upon request from the Company and is available for viewing on the Company website at www.prominex.ca or on SEDAR at www.sedar.com

LISTING OF DIRECTORS AND OFFICERS

Gordon Barron – President and CEO and Director

Mr. Barron has 29 years of experience in the evaluation and financing of mineral exploration projects. He is the founder of New Island Resources Inc. (1985) (NIS.TSX-V) and has provided various services to Prominex Resources Corp. (PXR.TSX-V) during the last six years.

Allan Innes – Corporate Secretary and CFO and Director

Mr Allan Innes has over 20 years accounting experience and is the founder and president of Innes and Company, Certified General Accountants of North Vancouver, BC (1998). Mr. Innes began his career with Pannell Kerr MacGillivary, Chartered Accountants, in Toronto, as a junior and intermediate accountant and auditor from 1988 to 1991. In 1991, Mr. Innes moved to Vancouver, BC, to work as a senior accountant with Brendan Higgins, Chartered Accountants.

Dr. David Stirling – Director and Chair of Audit Committee and Compensation Committee Member

Dr. David Stirling has over 25 years experience in post-secondary university education, development, research, and teaching in fields of Medicine and Education. Dr. Stirling has served as Chairman of Undergraduate Programs in the School of Kinesiology, Simon Fraser University; Assistant Academic Dean and Director of Research and Development Trinity Western University; Director of Development, Kodaikanal International Baccalaureate School, Tamil Nadu, India; and Vice President of University Development, Universario Nazarena, Costa Rica.

Gordon MacNiel – Director – Chair of the Compensation Committee and Audit Committee Member

Mr. MacNiel has 26 years experience in the financial, investment and taxation arena and is the founder and president of Taurus Accounting Services Inc. of Vancouver, BC (2002). Having graduated from St George's School in Vancouver in 1977, he attended Queen's University in Kingston Ontario, finishing his B.A. at UBC in 1984. He completed the Canadian Securities Course with honours later in 1984 and joined Investors Group as a financial planner from 1985-1988.

Mr. MacNiel moved on to a position with Canada Revenue Agency (CRA) for two (2) years in income tax and then two (2) more years involved with the organization of the registration, compliance, collection and remittance processes of the GST for its implementation in 1991. He went into the private sector starting his own tax consulting business in late 1991 and his firm represents clients in personal and corporate tax accounting, planning, preparation, and filing.

Liliana Hartwig – Director and Audit Committee Member

Ms. Hartwig has 25 years experience in communications and publishing of technical documentation particularly within the mining industry, and is the founder and Managing Director of LFH-FIELDSCOM Communications Ltd. in North Vancouver, BC (2010).