

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

August 29th, 2014

ITEM 3. NEWS RELEASE

The press release was issued on August 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--- August 29, 2014 - Prominex Resource Corp. (the “Company” or “Prominex”) TSX:V-PXR), announces that it intends to consolidate its issued and outstanding common shares on the basis of six (6) pre-consolidated shares for one post-consolidated share. Prominex will not change its corporate name or CUSIP number in conjunction with the consolidation. The consolidation remains subject to the approval of the shareholders of the Company and the TSX Venture Exchange.

Management believes the consolidation is necessary in order to provide the Company with a share capital structure that will better attract additional equity financing.

ITEM 5. 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

Prominex Announces Share Consolidation

Vancouver, BC--- August 29, 2014 - Prominex Resource Corp. (the “Company” or “Prominex”) TSX:V-PXR), announces that it intends to consolidate its issued and outstanding common shares on the basis of six (6) pre-consolidated shares for one post-consolidated share. Prominex will not change its corporate name or CUSIP number in conjunction with the consolidation. The consolidation remains subject to the approval of the shareholders of the Company and the TSX Venture Exchange.

Management believes the consolidation is necessary in order to provide the Company with a share capital structure that will better attract additional equity financing.

Prominex will seek the approval of the consolidation of the common shares at the Annual General and Special Meeting of the shareholders to be held on 10:00 AM on November 14, 2014 at Salon A - 2nd Floor, 1010 Howe Street Vancouver, BC. As of the date, hereof Prominex has 83,690,890 common shares issued and outstanding. After giving effect to the proposed consolidation, the Company will have 13,948,481 common shares issued and outstanding. No fractional post-consolidated shares will be issued and all fractional shares resulting from the consolidation will be rounded down to the nearest whole number and no cash consideration will

be paid in respect of fraction shares. The outstanding 4,900,000 Stock Options and 21,370,000 Warrants will also be adjusted by the consolidation ratio and the respective exercise prices of outstanding stock options and warrants will be adjusted accordingly.

Prominex has cancelled the non-brokered private placement of 6,000,000 Units at \$0.05 per unit as announced on April 3, 2014.

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.
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 August, 2014.

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