

**PROMINEX RESOURCE CORP.
FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1: Name and Address of Company

Prominex Resource Corp. (the “Issuer”)
349 Beach Avenue
Kelowna, British Columbia
V1Y 5R

Item 2: Date of Material Change

May 14, 2019

Item 3: News Release

A news release was issued and disseminated on May 14, 2019 and filed on SEDAR (www.sedar.com). A copy of the news release is attached as Schedule “A” hereto.

Item 4: Summary of Material Change(s)

The British Columbia Securities Commission has issued an order partially revoking its cease trade order, originally issued against the Issuer on September 10, 2015, solely to permit the Issuer to complete a non-brokered private placement of common shares in the capital of the Issuer.

Item 5.1: Full Description of Material Change

See attached news release at Schedule “A” to this report.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6: Reliance on subsection 7.1(2) of National Instrument 51-102 (Confidentiality)

Not applicable.

Item 7: Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8: Executive Officer

Michael Lerner, CEO and Director
T: 416 710-4906
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Item 9: Date of Report

May 14, 2019

SCHEDULE "A"
NEWS RELEASE

PROMINEX RESOURCE ANNOUNCES PARTIAL REVOCATION ORDER AND PROPOSED PRIVATE PLACEMENT

Toronto, Ontario, May 14, 2019 – Prominex Resource Corp. (“**Prominex**” or the “**Company**”) is pleased to announce that it intends to complete a non-brokered private placement of up to 290,000,000 common shares in the capital of the Company (“**Common Shares**”) at a price of \$0.0005 per Common Share, for aggregate gross proceeds of up to \$145,000 (the “**Offering**”). The Offering is proposed to be completed pursuant to a partial revocation order (the “**Partial Revocation Order**”) issued by the British Columbia Securities Commission (“**BCSC**”) on May 13, 2019.

The Partial Revocation Order partially revoked a cease trade order that was issued by the Executive Director of the BCSC against the Company on September 10, 2015 (the “**Cease Trade Order**”). The Cease Trade Order was issued against the Company as a result of the Company’s failure to file certain continuous disclosure documents.

The proceeds of the Offering will be applied towards, among other things, the following (i) accounting, audit and legal fees associated with the preparation and filing of the relevant continuous disclosure documents; (ii) filing fees associated with obtaining the partial revocation order and the full revocation order; (iii) legacy accounts payable; and (iv) working capital and general and administrative expenses. Completion of the Offering will allow the Company to prepare and file all outstanding continuous disclosure documents with the applicable regulatory authorities. Once those filings have been completed, the Company expects to apply for a full revocation of the Cease Trade Order.

Each potential investor in the Offering will receive a copy of the Cease Trade Order and the Partial Revocation Order, and will be required to provide an acknowledgement to the Company that all of the Company’s securities, including the Common Shares issued in connection with the Offering, will remain subject to the Cease Trade Order until the Cease Trade Order is fully revoked, and that the granting of the Partial Revocation Order does not guarantee the issuance of a full revocation order in the future. In accordance with applicable securities legislation, all Common Shares issued pursuant to the Offering will be subject to a hold period of four months and a day from the closing date of the Offering. Further, Common Shares issued pursuant to the Offering may not be transferred until full revocation of the Cease Trade Order, of which there is no guarantee.

About Prominex

Prominex is an exploration and development company. Prominex has been exploring primarily for zinc-lead-copper-silver-gold mineral deposits. Currently, Prominex is evaluating one project within a base metal rich area of central Newfoundland. The Company’s only significant asset is the historic Tulks Hill project, which is situated in central Newfoundland.

On behalf of the Board of Directors

Michael Lerner
Chief Executive Officer & Director
T: 416 710-4906
E: mlerner10@gmail.com

Cautionary Statements

This press release may contain forward-looking statements including, but not limited to, comments regarding the timing and content of the Offering as well as the issuance, and if issued, the timing and content of, an order for the full revocation of the Cease Trade Order. Forward-looking statements address future events and conditions and therefore involve inherent risks and uncertainties. Actual results may differ materially from those currently anticipated in such statement.