

**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**

July 24, 2019.

**Item 3: News Release**

A news release was issued and disseminated on July 24, 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 Issuer has reported that it has closed its previously announced non-brokered private placement, raising aggregate gross proceeds of \$145,000.00 through the issuance of 290,000,000 common shares in the capital of the Company (each, a “**Common Share**”) at a price of \$0.0005 per Common Share (the “**Offering**”).

The Offering was completed pursuant to a partial revocation order (the “**Partial Revocation Order**”) issued by the British Columbia Securities Commission on May 13, 2019, as previously announced in the Company’s press release dated May 14, 2019.

**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  
E: mlerner10@gmail.com

**Item 9: Date of Report**

Dated the 26<sup>th</sup> day of July, 2019.

**SCHEDULE "A"**  
**NEWS RELEASE**

## PROMINEX RESOURCE ANNOUNCES CLOSING OF PRIVATE PLACEMENT

**Toronto, Ontario, July 23, 2019** – Prominex Resource Corp. ("**Prominex**" or the "**Company**") is pleased to announce that it has closed its previously announced non-brokered private placement, raising aggregate gross proceeds of \$145,000.00 through the issuance of 290,000,000 common shares in the capital of the Company (each, a "**Common Share**") at a price of \$0.0005 per Common Share (the "**Offering**"). All Common Shares issued pursuant to the Offering are subject to a statutory hold period of four months plus one day from the date of issuance, in accordance with applicable securities legislation.

The Offering was completed pursuant to a partial revocation order (the "**Partial Revocation Order**") issued by the British Columbia Securities Commission on May 13, 2019, as previously announced in the Company's press release dated May 14, 2019. The proceeds of the Offering will be applied towards the payment of outstanding fees owed to the Company's auditors and consultants, filing fees, accounting and bookkeeping fees, professional fees and general working capital. The Company is expected to prepare and file all outstanding continuous disclosure documents with the applicable regulatory authorities and to apply for a full revocation of the cease trade order to which the Partial Revocation Order applies.

### **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.*