

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

Item 1: Name and Address of Company

Prominex Resource Corp. (the “**Issuer**”)
6 Adelaide Street East, Unit 301
Toronto, Ontario
M5C 1H6

Item 2: Date of Material Change

March 24, 2020

Item 3: News Release

A news release was issued and disseminated on March 24, 2020 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 appointed Clearhouse LLP (the “**Successor Auditor**”) as its auditor. James Stafford, Inc. Chartered Professional Accountants (the “**Former Auditor**”) resigned effective September 30, 2015, at the Issuer’s request, and the Issuer’s board of directors appointed the Successor Auditor to fill the resulting vacancy until the close of the next annual meeting of the Issuer’s shareholders. The change of auditor notice required under National Instrument 51-102 - *Continuous Disclosure Obligations* (“**NI 51-102**”) and associated material have been filed on SEDAR under the Issuer’s profile. There were no reservations or modified opinions in any auditor's reports nor any reportable events as defined in NI 51-102 in connection with the audits last performed by the Former Auditor.

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, CFO
T: 416 710-4906
E: mlerner10@gmail.com

Item 9: Date of Report

March 24, 2020

SCHEDULE "A"

PROMINEX RESOURCE CORP. ANNOUNCES CHANGE OF AUDITOR

Toronto, ON – March 24th, 2020 – Prominex Resource Corp. (“**Prominex**” or the “**Company**”) announces that it has appointed Clearhouse LLP (the “**Successor Auditor**”) as auditor of the Company. James Stafford, Inc. Chartered Professional Accountants (the “**Former Auditor**”) resigned effective September 30, 2015, at the Company’s request, and the Company’s board of directors appointed the Successor Auditor to fill the resulting vacancy until the close of the next annual meeting of the Company’s shareholders. The change of auditor notice required under National Instrument 51-102 - *Continuous Disclosure Obligations* (“**NI 51-102**”) and associated material have been filed on SEDAR under the Company’s profile. There were no reservations or modified opinions in any auditor's reports nor any reportable events as defined in NI 51-102 in connection with the audits last performed by the Former Auditor.

About Prominex

The Company has ceased to carry on an active business and is presently engaged in identifying and evaluating potential business opportunities.

On behalf of the Board of Directors,

Michael Lerner
CEO, CFO and Director
Tel: 416-710-4906
Email: mlerner10@gmail.com

This press release may contain forward-looking statements including, but not limited to, comments regarding the timing of the annual meeting of shareholders of the Company. 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.