

BRANDENBURG ENERGY CORP.

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1: Name and Address of Company

Prominex Resource Corp. (“**Prominex**” or the “**Company**”)
833 Seymour Street, Suite 3606
Vancouver, BC V6B 0G4

Item 2: Date of Material Change

October 29, 2021.

Item 3: News Release

A news release was issued and disseminated on October 29, 2021 and filed on SEDAR at www.sedar.com, a copy of which is attached hereto as Schedule “A”.

Item 4: Summary of Material Change

The Company announced that it has closed a non-brokered private placement of 148,209 common shares in the capital of the Company (“**Common Shares**”) at a price of \$1.6868 per Common Share (the “**Issue Price**”) for gross proceeds of approximately \$250,000 (the “**Offering**”).

The Company also completed the Prominex Recapitalization (as defined in the BCA), which included debt settlement transactions (the “**Debt Settlement**”) with certain creditors of the Company. Pursuant to the Debt Settlement, the Company issued 273,550 Common Shares at the Issue Price in settlement of \$461,425 of indebtedness of the Company. In addition, the Company issued 22,860 Common Shares to arm’s length finders as part of the Prominex Finder’s Fee (as defined in the BCA).

The Company also granted 88,500 stock options to purchase Common Shares, with an exercise price of \$3.75 per Common Share and expiry of October 31, 2023, as previously announced in the Company’s press release dated October 22, 2021.

The Company also issued an early warning report, as Shimcity Inc. (“**Shimcity**”) acquired 158,027 Common Shares in connection with the Debt Settlement upon the conversion of CAD\$266,559.95 of debt. On October 29, 2021, Shimcity also received a grant of 23,600 stock options from the Company, each option entitling the holder to acquire for one Common Share at an exercise price of \$3.75 at any time prior to October 31, 2023.

Item 5.1: Full Description of Material Change

Please 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

For additional information with respect to this material change, the following person may be contacted:

Binyomin Posen - CEO, CFO & Director

Tel: 416-481-2222

Email: bposen@plazacapital.ca

Item 9: Date of Report

This report is dated as of the 1st day of November, 2021.

SCHEDULE A

(See attached)

PROMINEX RESOURCE ANNOUNCES CLOSING OF PRIVATE PLACEMENT AND RECAPITALIZATION

VANCOUVER, BRITISH COLUMBIA – October 29, 2021 – Prominex Resource Corp. (the “**Company**”) is pleased to announce that it has closed a non-brokered private placement of 148,209 common shares in the capital of the Company (“**Common Shares**”) at a price of \$1.6868 per Common Share (the “**Issue Price**”) for gross proceeds of approximately \$250,000 (the “**Offering**”). The Company will use the proceeds raised from the Offering for costs associated with the business combination (the “**Business Combination**”) between the Company and Green Scientific Labs, LLC (“**GSL**”) as announced in the Company’s news release dated October 22, 2021. All securities issued pursuant to the Offering are subject to a statutory hold period of four months and one day.

The closing of the Offering is one of the conditions in respect of the Business Combination pursuant to the terms of a business combination agreement dated October 21, 2021, among the Company, GSL, and a wholly-owned subsidiary of the Company (the “**BCA**”).

The Company also completed the Prominex Recapitalization (as defined in the BCA), which included debt settlement transactions (the “**Debt Settlement**”) with certain creditors of the Company. Pursuant to the Debt Settlement, the Company issued 273,550 Common Shares at the Issue Price in settlement of \$461,425 of indebtedness of the Company. In addition, the Company issued 22,860 Common Shares to arm’s length finders as part of the Prominex Finder’s Fee (as defined in the BCA).

In addition, as announced in the Company’s news release dated October 22, 2021, the Company granted of 88,500 stock options to purchase Common Shares, with an exercise price of \$3.75 per Common Share and expiry of October 31, 2023.

Shareholder Early Warning News Release

Shimcity Inc. (“**Shimcity**”) announces that on October 29, 2021, in connection with the Debt Settlement, it acquired 158,027 Common Shares upon the conversion of CAD\$266,559.95 of debt. On October 29, 2021, Shimcity also received a grant of 23,600 stock options from the Company, each option entitling the holder to acquire for one Common Share at an exercise price of \$3.75 at any time prior to October 31, 2023.

As a result of the above-noted transactions, Shimcity now owns or controls 158,027 Common Shares and Stock Options to purchase 23,600 Common Shares, representing approximately 31.61% of the issued and outstanding Common Shares on an undiluted basis and 34.69% assuming exercise of all Stock Options owned or controlled by Shimcity. Prior to the above-noted transactions, Shimcity did not beneficially own, or exercise control or direction over any securities of the Company.

Shimcity advises that it has acquired the Common Shares for investment purposes. In the future, Shimcity will evaluate its investment in the Company from time to time and may, based on such evaluation, market conditions and other circumstances, increase or decrease its shareholdings as circumstances require through market transactions, private agreements, or otherwise.

A copy of the early warning report being filed by Shimcity may be obtained on SEDAR at www.sedar.com under the Company’s profile or by contacting the Company at (416) 869-1234.

For further information contact:

Prominex Resource Corp.
Binyomin Posen
bposen@plazacapital.ca

Completion of the Business Combination is subject to a number of conditions as set forth in the BCA. There can be no assurance that the Business Combination will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the listing application to be prepared in connection with the Business Combination, any information released or received with respect to the Business Combination may not be accurate or complete and should not be relied upon.

Notice on forward-looking statements:

Certain information in this news release constitutes “forward-looking information” under applicable securities laws. “Forward-looking information” is defined as disclosure regarding possible events, conditions or financial performance that is based on assumptions about future economic conditions and courses of action and includes future-oriented financial information with respect to prospective financial performance, financial position or cash flows that is presented as a forecast or a projection. Forward-looking statements are often but not always, identified by the use of such terms as “may”, “might”, “will”, “will likely result”, “would”, “should”, “estimate”, “plan”, “project”, “forecast”, “intend”, “expect”, “anticipate”, “believe”, “seek”, “continue”, “target” or the negative and/or inverse of such terms or other similar expressions. Forward-looking information in this news release includes, but is not limited to, statements relating to: information concerning the Business Combination and the expected use of proceeds from the Offering.

Forward-looking information in this news release are based on certain assumptions and expected future events, namely: the ability of the Company and GSL to complete the Business Combination.

These statements involve known and unknown risks, uncertainties and other factors, which may cause actual results, performance or achievements to differ materially from those expressed or implied by such statements, including: the ability of the Company and GSL to continue as a going concerns; the ability of the Company and GSL to maintain compliance with certain financial and other covenants; the effects of the global COVID-19 pandemic; changes in economic conditions; competition; risks and uncertainties applicable to the businesses of the Company, GSL and their respective subsidiaries, as applicable; and other risks, uncertainties and factors. These forward-looking statements speak only as of the date hereof and the Company disclaims any obligations to update these statements, except as may be required by law.

Readers are cautioned that the foregoing list is not exhaustive. Readers are further cautioned not to place undue reliance on forward-looking statements as there can be no assurance that the plans, intentions or expectations upon which they are placed will occur. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated.

Forward-looking statements contained in this news release are expressly qualified by this cautionary statement and reflect our expectations as of the date hereof, and thus are subject to change thereafter. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. This news release has been approved by the board of directors of the Company.