

51-102F3 Material Change Report

1. Name and Address of Company

Pasinex Resources Limited (the "Company")
Suite 1450 – 789 West Pender Street
Vancouver, BC V6C 1H2

2. Date of Material Change

May 14, 2012

3. New Release

Pursuant to section 7.1 of National Instrument 51-102, the news release was disseminated by Market News and Canada Stockwatch on May 14, 2012.

4. Summary of Material Changes

The Company announced that it has acquired, through staking, seven properties in Turkey: Dadak, Bereket, Bahceli, Kuplce, Bursa 1, Bursa 2a and Bursa 2b. The properties are located within the Turkish provinces of Afyon, Artvin, and Bursa, and were acquired for the potential to host base and precious metals.

5. Full Description of Material Changes

Please see attached.

6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not Applicable

7. Omitted Information

Not Applicable

8. Executive Officers

David Hodge, Director
Telephone: 604.681.1568

9. Date of Report

May 15, 2012

SCHEDULE A

Pasinex Resources Ltd. Acquires Properties in Turkey; Initiates Exploration Program

May 14, 2012 - Pasinex Resources Ltd. (CNSX: PSE) (the "Company") announces that it has acquired, through staking, seven properties in Turkey: Dadak, Bereket, Bahceli, Kuplce, Bursa 1, Bursa 2a and Bursa 2b. The properties are located within the Turkish Provinces of Afyon, Artvin, and Bursa, and were acquired for the potential to host base and precious metals.

Dadak Property (Afyon Province)

The Dadak Property consists of one mineral claim covering approximately 14.74 sq kms (1,474 hectares) and is located 20 kilometers southeast of the city of Afyon. The Dadak Property was acquired for its potential to host Miocene-age gold porphyry deposit types such as that seen with the Kisladag deposit of Eldorado Gold Corporation (TSX: ELD). The Company plans to initiate a preliminary field work program by month's end on the Dadak property which will include geological mapping and detailed surface rock sampling.

Bereket, Bahceli and Kuplce Properties (Artvin Province)

The Bereket, Bahceli and Kuplce Properties are located in Artvin Province, approximately 750 kilometers east of the Turkish capital city of Ankara. The properties were acquired for their potential to host volcanogenic massive sulphides (VMS) and epithermal gold / silver type deposits. The total land holding is 19.76 sq kms (1976 hectares) for the Bereket property, 16.66 sq kms (1666 hectares) for the Bahceli property, and 9.65 sq kms (965 hectares) for the Kuplce property. The Company plans to initiate a field work program during Q2, 2012, weather permitting.

Bursa 1, Bursa 2a, and Bursa 2b Properties (Bursa Province)

The Bursa 1, Bursa 2a and Bursa 2b Properties (the "Bursa Properties") are located in Bursa Province, approximately 200 kilometers southeast of the city of Istanbul. Exploration at the Bursa Properties will target the potential for epithermal and skarn type gold / copper deposits. Regionally, the Bursa Properties are located in the northeast of Turkey's Anatolide Tectonic Belt, considered as the country's most prolific porphyry belt. Bursa Province hosts a well-developed road system that provides direct access to the Company's Bursa Properties. The total land holding is 11.22 sq kms (1122 hectares) for the Bursa 1 property, 3.3 sq kms (330 hectares) for the Bursa 2a property, and 1.07 sq kms (107 hectares) for the Bursa 2b property. The Company plans to initiate a field work program at the Bursa Properties during Q2 2012, weather permitting.

The Company has sufficient capital to fund the acquisitions and initial outlined work programs.

A map showing the location of the properties is available on the Company's website at: <http://www.pasinex.com>.

Clinton Smyth, P. Geo and VP Exploration for Pasinex, is the qualified person as defined by National Instrument 43-101 who has verified the written disclosure of all scientific and technical information in this news release.

About Pasinex Resources Ltd.

Pasinex Resources Limited (CNSX: PSE) is a base and precious metal-focused exploration company with a particular initial priority given to building a strong portfolio of base metal opportunities in Turkey. The company has a strong technical management team with many years of experience in mineral exploration and mining project development.

On Behalf of the Board of Directors
PASINEX RESOURCES LTD.

"Steve Williams"

Steve Williams

Director

Phone: 604.681.1568

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The CNSX does not accept responsibility for the adequacy or accuracy of this news release.

Statements in this document which are not purely historical are forward-looking statements, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Forward-looking statements in this news release include that date and nature of the field work program at the Dadak property, as well as the expected timing of the commencement of the work programs on the other newly acquired claims.

It is important to note that actual outcomes and the Company's actual results could differ materially from those in such forward-looking statements. Risks and uncertainties include economic, competitive, governmental, environmental and technological factors that may affect the Company's operations, markets, products and prices. Factors that could cause actual results to differ materially may include misinterpretation of data; that we may not be able to get equipment or labour as we need it; that we may not be able to raise sufficient funds to complete our intended exploration and development; that our applications to drill may be denied; that weather, logistical problems or hazards may prevent us from exploration; that equipment may not work as well as expected; that analysis of data may not be possible accurately; that results which we or others have found in any particular location are not necessarily indicative of larger areas of our properties; that we may not complete environmental programs in a timely manner or at all; that market prices for our target minerals may not justify commercial production costs; and that despite encouraging data there may be no commercially exploitable mineralization on our properties.

