

51-102F3 Material Change Report

1. **Name and Address of Company**

Pasinex Resources Limited
Suite 1450 – 789 West Pender Street
Vancouver, BC V6C 1H2

2. **Date of Material Change**

December 12, 2014

3. **New Release**

Pursuant to section 7.1 of National Instrument 51-102, the news release was disseminated by Newsfile Corp on December 12, 2014.

4. **Summary of Material Changes**

The Company announced a non-brokered private placement.

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**

Steve Williams, President
Telephone: 705.761.6469

Date of Report:

December 12, 2014



PASINEX RESOURCES LTD. ANNOUNCES A NON-BROKERED PRIVATE PLACEMENT

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December 12, 2014 - Pasinex Resources Ltd. (CSE: PSE) (FSE: PNX) (the "Company" or "Pasinex") is pleased to announce a non-brokered private placement (the "Private Placement") of up to **2,728,000** units (the "Units") at a subscription price of **\$0.11** per Unit to eligible subscribers for gross proceeds of approximately **\$300,000**.

Each Unit will consist of one common share and one half of a share purchase warrant (the "Warrant"). Each whole Warrant will be exercisable into one additional common share (the "Warrant Share") of the Company at **\$0.18** per Warrant Share for a period of two years from the closing.

Finder's fees or commissions may be payable by the Company in connection with this private placement.

The common shares issued or issuable pursuant to the Private Placement will be restricted from trading for a four month hold period in accordance with applicable securities laws and, if required, the policies of the Exchange.

The proceeds of this private placement are for the Company's general and administrative expenses as well as for ongoing exploration activity on the Pinargozu zinc-lead project in Adana Province, Turkey. Pinargozu is 50% owned by Pasinex's partner in Adana, Akmetal Madencilik San ve Tic A.Ş.

About Pasinex

Pasinex Resources Ltd. (CSE: PSE) (FSE: PNX) is a base and precious metal focused exploration company with priority given to building a strong portfolio of base metal exploration opportunities in Turkey. Pasinex's key projects are the Golcuk Copper-Silver Project located in Sivas, Turkey, and the Joint Venture, Horzum AS Zinc-Lead Project (Pinargozu and Akkaya), a JV with the Akmetal Group in Adana, Turkey. The company is led by an experienced team with many years of experience in both in the mining and mineral exploration industries around the world.

On Behalf of the Board of Directors
PASINEX RESOURCES LTD.

“Steve Williams”

Steve Williams
President/CEO
Phone: 705 292 8116
Email: info@pasinex.com

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

This news release includes forward-looking statements that are subject to risks and uncertainties. Forward-looking statements involve known and unknown risks, uncertainties, and other factors that could cause the actual results of the Company to be materially different from the historical results or from any future results expressed or implied by such forward-looking statements.

All statements within, other than statements of historical fact, are to be considered forward looking. Although Pasinex Resources Ltd. believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, including the ability to raise \$300,000 and on-going exploration activity, such statements are not guarantees of future performance and actual results or developments may differ materially from those in forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices, continued availability of capital and financing, exploration results, and general economic, market or business conditions. There can be no assurances that such statements will prove accurate and, therefore, readers are advised to rely on their own evaluation of such uncertainties. We do not assume any obligation to update any forward-looking statements.