

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 19, 2014

3. New Release

Pursuant to section 7.1 of National Instrument 51-102, the news release was disseminated by Newsfile Corp on December 19, 2014.

4. Summary of Material Changes

Pasinex announced the closing of 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: 705.292.8116

Date of Report:

December 19, 2014

PASINEX RESOURCES LTD. CLOSES A NON-BROKERED PRIVATE PLACEMENT

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December 19, 2014 - Pasinex Resources Ltd. (CSE: PSE) (FSE: PNX) (the “Company” or “Pasinex”) is pleased to announce the closing of a non-brokered private placement (the “Private Placement”) of **3,365,000** units (the “Units”) at a subscription price of **\$0.11** per Unit to eligible subscribers for gross proceeds of up to **\$370,150**.

Each Unit consists 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.

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.

Finder’s fees are payable in connection with this placement of **\$880** cash and **8,000** share purchase warrants. Each of the finder’s warrants is exercisable into a common share of the Company at \$0.18 per share for a period of two years from closing.

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 a joint venture 50% owned by Pasinex’s partner in Adana, Akmetal Madencilik San ve Tic A.Ş.

The Board of Directors also announce that they have approved the issuance of 2,000,000 incentive stock options of which 1,300,000 have been issued to officers and directors of the Company. The options are exercisable at a price of \$0.14 per share for a period of 5 years from the issue date.

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 Zinc-Lead Project with 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 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.