Form 51–102F3

Material Change Report

Item 1 Name and Address of Company

Prism Resources Inc. (the "Company")
214 – 3540 West 41st Avenue
Vancouver, BC V6N 3E6

Item 2 Dates of Material Change

February 1, 2012

Item 3 News Release

News Release dated February 1, 2012 was disseminated via Stockwatch and Market News and filed on SEDAR on February 1, 2012.

Item 4 Summary of Material Change

The Company announced the closing of the third and final tranche of a non-brokered private placement for gross proceeds of $9,762.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced it has closed the third and final tranche of its previously announced non-brokered private placement (news releases dated September 15, 2011, November 15, 2011 and December 23, 2011).

The third tranche of the private placement consisted of the issuance of 130,165 units (the "**Units**") at a price of $0.075 per Unit for gross proceeds of $9,762. Each Unit consists of one common share of the Company (a "**Share**") and one common share purchase warrant (a "**Warrant**"). Each Warrant entitles the holder to purchase one additional common share of the Company at a price of $0.10 until February 1, 2013. The securities issued under the third tranche are subject to a hold period expiring on June 2, 2012.

Under the first, second and third tranche of the non-brokered private placement the Company issued in aggregate 13,332,997 Units for total gross proceeds of $999,975. No finder's fees were paid in connection with the private placement.

The Company has been advised by Mr. Robert Baxter that he has acquired a total of 2,200,000 common shares of the Company at a price of $0.075 per share. These shares were acquired in the second and third tranches of the private placement.

As a result of the acquisition, Mr. Baxter now holds 2,200,000 common shares of the Company representing approximately 10.5% of the issued and outstanding common shares of the Company, as of the date hereof, on a non-diluted basis.

An Early Warning Report respecting the acquisition has been filed on SEDAR and can be viewed at www.sedar.com.

Mr. Baxter acquired the shares referred to above for investment purposes only. The investments will be reviewed on a continual basis, and Mr. Baxter's holdings may be increased or decreased in the future, depending on economic or market conditions or matters relating to the Company.

5.2 Disclosure for Restructuring Transactions

Not Applicable.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51–102

Not applicable.

Item 7 Omitted Information

Not Applicable.

Item 8 Executive Officer

Robert Baxter, President and Chief Executive Officer, Tel. No. (604) 803-4883.

Item 9 Date of Report

February 2, 2012.