

FORM 51-102F3
MATERIAL CHANGE REPORT

1. **Name and Address of Company**

Prize Mining Corporation (“Prize” or the “Corporation”)
Suite 810, 706 - 7th Avenue S.W.
Calgary, Alberta
T2P 0Z1

2. **Date of Material Change**

August 30, 2013

3. **News Release**

Disseminated on August 30, 2013, via Marketwire.

4. **Summary of Material Change**

The Corporation completed a non-brokered private placement of units (“Units”) on August 30, 2013, 2013. The Corporation issued an aggregate of 4,200,000 Units at a price of \$0.05 per Unit for total gross proceeds of \$210,000.

5.1 **Full Description of Material Change**

Prize completed a non-brokered private placement of Units on August 30, 2013. The Corporation issued 4,200,000 Units at a price of \$0.05 per Unit for gross proceeds of \$210,000. Each Unit issued pursuant to the private placement is comprised of one common share of the Corporation (“Common Share”) and one full common share purchase warrant (“Warrant”). Each Warrant issued pursuant to the private placement entitles the holder to acquire one Common Share at a price of \$0.15 per Common Share until August 30, 2014. All securities issued in connection with the private placement are subject to a four-month hold period, which expires on December 31, 2013. The proceeds of the private placement will be used for general working capital purposes.

Following the completion of the private placement, the Corporation has 18,011,351 Common Shares issued and outstanding.

Completion of the private placement is subject to certain conditions including, but not limited to, the receipt of all necessary regulatory approvals including NEX acceptance.

5.2 **Disclosure for Restructuring Transactions**

Not Applicable.

6. **Reliance on Section 7.1(2) of National Instrument 51-102**

Not Applicable.

7. **Omitted Information**

Not Applicable.

8. Executive Officer

The name and business number of the executive officer of Prize who is knowledgeable about the material change and this report is:

Feisal Somji
President and Chief Executive Officer
Telephone: (403) 236-2222
Email: info@prizemining.com

9. Date of Report

September 9, 2013