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**

October 31, 2013

3. **News Release**

Disseminated on November 1, 2013, via Marketwire.

4. **Summary of Material Change**

The Corporation appointed John Bergen as a new director of the Corporation at the annual general and special meeting of the shareholders held on October 31, 2013 (the "**Meeting**").

In addition, the Corporation obtained shareholder approval at the Meeting of certain amendments to the by-laws of the Corporation (the "**Amendments**") which require advance notice to the Corporation in circumstances where director nominations are made by shareholders of the Corporation other than pursuant to a proposal or a requisition of shareholders made in accordance with the *Business Corporations Act* (Alberta).

5.1 **Full Description of Material Change**

The shareholders of the Corporation approved the appointment of John Bergen as a new Director of the Corporation at the Meeting.

John Bergen has been an entrepreneur in western Canada for over 50 years with more than 20 of those years spent in the mining industry. He owned and operated alluvial gold mines in Northern British Columbia before becoming involved in the public company arena in 1996.

The Board of Directors of the Corporation looks forward to working with Mr. Bergen and believes his extensive experience in the mining industry will be an asset to the Corporation.

In addition, the Corporation announces shareholder approval at the Meeting of certain amendments to the by-laws of the Corporation (the "Amendments"). The Amendments add a provision requiring advance notice to the Corporation in circumstances where director nominations are made by shareholders of the Corporation other than pursuant to a proposal or a requisition of shareholders made in accordance with the Business Corporations Act (Alberta). Among other things, the advance notice provision fixes a deadline by which holders of record of common shares of the Corporation must submit director nominations to the Corporation prior to any annual or special meeting of shareholders and sets forth the information that a shareholder must include in the notice to the Corporation.

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**

November 8, 2013