

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and Address of Company

Prize Mining Corp. (PRZ – TSX-V)
Suite 810, 706 - 7 Avenue SW
Calgary, Alberta
T2P 0Z1

Item 2 Date of Material Change

September 27, 2016

Item 3 News Release

On September 27, 2016, a news release was filed with the TSX-V and the British Columbia, and Alberta Securities Commissions via SEDAR and disseminated through Stockwatch Newswire.

Item 4 Summary of Material Change

The Company wishes to advise that due to its existing Chief Financial Officer, Mr. Nigel Kirkwood needing to devote more time to his other management activities, he has resigned as the CFO of the company. The board of PRZ would like to express their enormous gratitude for the many years of service that Mr. Kirkwood has put into PRZ since joining the company.

The Company wishes to advise that it has elected Mr. Anthony Jackson to fill the CFO position left vacant by this departure and has resolved to appoint Mr. Jackson as CFO with immediate effect.

Item 5 Full description of Material Change

See September 27, 2016 News Release attached as Schedule “A”.

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

Not applicable.

Item 7 Omitted Information

No information has been omitted.

Item 8 Executive Officer

The following executive officer of the Company is knowledgeable about the material change and may be contacted regarding the change:

Feisal Somji, Chairman and CEO

403 236-2222

Item 9

Date of Report

September 27, 2016

SCHEDULE A

NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES
OR DISSEMINATION IN THE UNITED STATES

September 27, 2016

PRIZE MINING CORPORATION – ANNOUNCES CFO

CALGARY, ALBERTA - Prize Mining Corporation (**NEX: PRZ.H**) (the “**Corporation**” or “**Prize**”) would like to announce Anthony Jackson has been appointed as Chief Financial Officer (“CFO”) of Prize. Mr. Jackson replaces Nigel Kirkwood who has resigned as CFO of the company.

Mr. Jackson is a principal of Jackson & Company., which provides financial advisory services to public and private companies. Prior to his time at Jackson & Company, Mr. Jackson spent a number of years working at Ernst & Young LLP and obtaining his CA designation before moving on to work as a senior analyst at a boutique investment banking firm. Mr. Jackson has had extensive experience as a director and officer of numerous publicly traded corporations.

Forward Looking Information

This news release may contain certain forward-looking information. All statements included herein, other than statements of historical fact, are forward-looking information and such information involves various risks and uncertainties. There can be no assurance that such information will prove to be accurate, and actual results and future events could differ materially from those anticipated in such information. In particular, this press release contains forward looking information in relation to the consolidation of common shares on a ten for one basis. There is no certainty that for the proposed consolidation, that regulatory will be obtained. For any forward looking information given, Management has assumed that the approval will be obtained. A description of additional assumptions used to develop such forward-looking information and a description of risk factors that may cause actual results to differ materially from forward-looking information can be found in the Corporation’s disclosure documents on the SEDAR website at www.sedar.com. The Corporation does not undertake to update any forward looking information except in accordance with applicable securities laws.

ON BEHALF OF THE BOARD OF
PRIZE MINING CORPORATION

“Feisal Somji”

Feisal Somji

Chairman and CEO

For Further Information:

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Website: <http://www.prizemining.com>

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