FORM 51-102F3

MATERIAL CHANGE REPORT UNDER
NATIONAL INSTRUMENT 51-102

Item 1. – Reporting Issuer:

PJX Resources Inc.
100 King Street West
Suite 5600
Toronto, Ontario M5X 2A1

Item 2. – Date of Material Change:

December 19, 2012

Item 3. – Press Release:

A news release with respect to the material change referred to in this report was issued through newswire services on December 19, 2012 and filed on the system for electronic document analysis and retrieval (SEDAR).

Item 4. – Summary of Material Change:

PJX Resources Inc. ("**PJX**") has announced a non-brokered private placement.

Item 5. – Full Description of Material Change:

PJX announced a non-brokered private placement (the "Offering") to raise up to $150,000 through the issuance of flow-through units (the "FT Units"). Each FT Unit will be sold at a price of $0.20 per FT Unit (the "Issue Price") and will consist of one common share of the Company which will be designated as a flow-through share (the "FT Shares") for the purposes of the Income Tax Act (Canada) (the "Tax Act") and one common share purchase warrant (a "Warrant"). Each full Warrant entitles its holder to purchase one common share (a "Warrant Share") at a price of $0.25 per Warrant Share for a period of 24 months following the closing of the Offering (the "Closing Date").

The proceeds from the Offering will be used by the Company to incur exploration expenditures on the Company's properties in British Columbia (the "Properties"). Such exploration expenditures on the Properties will constitute "Canadian exploration expenses" and "flow through mining expenditures" as defined in the Tax Act which can be renounced to purchasers of the FT Units.

The Offering is subject the approval of the TSX Venture Exchange. All securities issued in connection with the Offering will be subject to a four month hold period.

Item 6. – Reliance on Section 7.1(2) or (3) of National Instrument 51-102:

N/A

Item 7. – Omitted Information:

N/A

Item 8. – Executive Officer:

Inquiries in respect of the material change referred to herein may be made to:

Linda Brennan, Chief Financial Officer

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Email:	lbrennan@pjxresources.com
Website:	www.pjxresources.com

Item 9. – Date of Report:

December 19, 2012