

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 1C9

Item 2. – Date of Material Change:

October 16, 2013

Item 3. – Press Release:

A news release with respect to the material change referred to in this report was issued through newswire services on October 17, 2013 and filed on the system for electronic document analysis and retrieval (SEDAR).

Item 4. – Summary of Material Change:

PJX Resources Inc. has announced that the Company has completed the acquisition of a 100% interest in the Dewdney Trail, Zinger, Eddy and Vine Properties (the Properties) located in Cranbrook, British Columbia, that were initially under option to PJX.

Item 5. – Full Description of Material Change:

PJX has acquired full ownership of the Properties, with no NSR or other retained interest by SG, and PJX will not have to complete approximately \$750,000 in remaining work commitments. To complete the acquisition, PJX made the remaining aggregate cash payment of \$125,000 that would have had to be made under the Option Agreement, and issued 500,000 PJX shares (the "Shares") to SG that were not in the Option Agreement. SG has agreed to not sell the Shares for a period of 2 years from the closing date of the agreement and vote with PJX Management and Board during this period. If, at any time after 2 years, SG wishes to assign, sell or transfer the Shares, SG must notify PJX and PJX will have the opportunity to arrange for the sale of the Shares on terms not less favourable to SG than the terms contained in the notice provided by SG.

The Purchase and Sale Agreement has been approved by the TSX Venture Exchange.

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

Telephone: (416) 799-9205

Email: lbrennan@pjaxresources.com

Website: www.pjaxresources.com

Item 9. – Date of Report:

July 15, 2013