



**FORM 51-102F3  
MATERIAL CHANGE REPORT  
UNDER NATIONAL INSTRUMENT 51-102**

**Item 1 Name and Address of Company**

Pasinex Resources Limited  
36 Toronto Street, Suite 1000  
Toronto, Ontario  
M5C 2C5

**Item 2 Date of Material Change**

May 25, 2016

**Item 3 News Release**

A News Release was disseminated on May 25, 2016 through Marketwired

**Item 4 Summary of Material Change**

Pasinex Resources Announces Non-Brokered Private Placement; Appoints John Barry as Qualified Person

**Item 5 Full Description of Material Change**

For a full description of the material change, please see the attached News Release

**Item 6 Reliance of subsection 7.1(2) of National Instrument 51-102**

N/A

**Item 7 Omitted Information**

N/A

**Item 8 Executive Officer**

Steve Williams  
President & CEO  
416.861.9659 / 705.292.8116  
info@pasinex.com

**Item 9 Date of Report**

May 25, 2016

## **Pasinex Resources Announces Non-Brokered Private Placement; Appoints John Barry as Qualified Person**

**TORONTO, ON – May 25, 2016** – Pasinex Resources Ltd. (CSE: PSE) (FSE: PNX) (the “Company” or “Pasinex”) today announced a non-brokered private placement (the “Private Placement”) of up to **6,000,000** units (the “Units”) at a subscription price of **\$0.05** per Unit to eligible subscribers for gross proceeds of approximately **\$300,000**. Pasinex also announced the appointment of John Barry, EurGeol & P.Geo as the Qualified Person effective immediately.

Each Unit consists of one common share and one share purchase warrant (the “Warrant”). Each whole Warrant will be exercisable into one additional common share (the “Warrant Share”) of the Company at **\$0.07** per Warrant Share for a period of one year from the closing.

Finder’s fees or commissions may be payable by the Company in connection with this private placement.

The common shares issued or issuable pursuant to the Private Placement will be restricted from trading for a four month hold period in accordance with applicable securities laws and, if required, the policies of the Exchange.

The proceeds of this private placement are to bring in international expertise in carbonate replacement deposits to continue evaluation of the exploration potential of this virtually unexplored Horzum zinc trend; to clear a significant backlog of unassayed mineralized drill-core and to cover the Company’s general and administrative expenses.

Pasinex has appointed one of its Directors John Barry as its in-house Qualified Person. John has a MSc in Geology from the Pennsylvania State University and has worked as an economic geologist for the past 28 years. He has extensive international experience in carbonate-hosted zinc deposits. He was a founder in 2007 and then CEO and President of Rathdowney Resources Ltd. (RTH-TSX-V) until late 2013. As CEO of Rathdowney, John and his team sourced and advanced the Olza MVT-type zinc-lead project in southern Poland which is one of the largest undeveloped zinc resources in Europe.

Mr. Barry is a Member of Specialist International Technical Committees on Resources. He is one of four representative members of the Institute of Geologists of Ireland (IGI) on the Pan-European Reserves and Resources Reporting Committee (PERC) which instituted and continues to manage and update the PERC Reporting Code.

John is also a Member of the Technical Advisory Group to assist the United Nations Economic Commission for Europe (UNECE) Expert Group on Resource Classification (EGRC) which is

responsible for the promotion and further development of the United Nations Framework Classification for Fossil Energy and Mineral Reserves and Resources (UNFC-2009).

Steve Williams, President and CEO of Pasinex added: “We are so pleased that John has accepted this role. Mr. Barry has just returned from a site visit so we all look forward to improved news flow on exploration and mining production at our 50% owned Pinargozu Property in Turkey. We have some 10,000 m of diamond drilling completed over the past nine (9) months that require his guidance on sampling preparation and assay quality assurance and his expertise in interpreting these results. These results were held up awaiting the appointment of a new QP. We shall release these drill hole results in geologically logical batches over the next few months commencing in June.”

### **About Pasinex**

Pasinex Resources Limited (CSE: PSE; FSE: PNX) is a base-metal and precious-metal focused Company with a goal to build a mid-tier international mining company. The Company’s initial priority is to build a prospective portfolio of base-metal opportunities in Turkey. The Company has a strong technical management team with many years of experience in mineral exploration and mining project development. The focus of Pasinex is to build a mid-tier zinc company based on their Turkey zinc projects.

The Pinargozu mine is included in the 50-50 company, Horzum Arama Isletme AS (Horzum AS), which is a corporate joint venture between Pasinex and Turkish mining house, Akmetal Madencilik San ve Tic. AS (Akmetal AS). Akmetal A.S is one of Turkey’s largest family-owned conglomerates with the past-producing Horzum zinc Mine nearby.

Visit our web site at: [www.pasinex.com](http://www.pasinex.com)

On Behalf of the Board of Directors  
**PASINEX RESOURCES LTD.**

### **“Steve Williams”**

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*The CSE does not accept responsibility for the adequacy or accuracy of this news release.*

*This news release includes forward-looking statements that are subject to risks and uncertainties. Forward-looking statements involve known and unknown risks, uncertainties, and other factors that could cause the actual results of the Company to be materially different from the historical results or from any future results expressed or implied by such forward-looking statements.*

*All statements within, other than statements of historical fact, are to be considered forward looking. Although Pasinex Resources Ltd. believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, including the ability to raise \$300,000 and on-going exploration activity, such statements are not guarantees of future performance and actual results or developments may differ materially from those in forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices, continued availability of capital and financing, exploration results, and general economic, market or business conditions. There can be no assurances that such statements will prove accurate and, therefore, readers are advised to rely on their own evaluation of such uncertainties. We do not assume any obligation to update any forward-looking statements.*