This is the form of a material change report required under Section 85(1) of the Securities Act.

BC FORM 53-901F

SECURITIES ACT

MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE ACT

NOTE: This form is intended as a guideline. A letter or other document may be used if the substantive requirements of this form are complied with.

NOTE: Every report required to be filed under section 85(1) of the Act shall be sent to the Commission in an envelope addressed to the Commission and marked "Continuous Disclosure".

NOTE: WHERE THIS REPORT IS FILED ON A CONFIDENTIAL BASIS, PUT AT THE BEGINNING OF THE REPORT IN BLOCK CAPITALS "CONFIDENTIAL – SECTION 85", AND PLACE EVERYTHING THAT IS REQUIRED TO BE FILED IN AN ENVELOPE ADDRESSED TO THE SECRETARY OF THE COMMISSION MARKED "CONFIDENTIAL".

Item 1. Reporting Issuer

State the full name and address of the principal office in Canada of the reporting issuer.

VICEROY RESOURCE CORPORATION
9th Floor
570 Granville Street
Vancouver, BC
V6C 3P1

Item 2. Date of Material Change

June 23, 2003

Item 3. Press Release

State the date and place(s) of issuance of the press release issued pursuant to Section 85(1) of the Act.

The press release was released on June 23, 2003 to The Toronto Stock Exchange, on which the Issuer's shares are listed and through various other approved public media.

Copy of the Press Release is attached as Schedule "A"

Item 4. Summary of Material Change

Provide a brief but accurate summary of the nature and substance of the material change.

Viceroy Resource Corporation ("Viceroy"), Quest Investment Corporation ("Quest"), Arapaho Capital Corp. ("Arapaho") and Avatar Petroleum Inc. ("Avatar") (the "Companies") announced that the arrangement (the "Arrangement") previously announced has been approved by their shareholders and the Supreme Court of British Columbia. The effective date of the Arrangement is expected to be June 30, 2003 and the closing of the $10 million private placement approved by the Viceroy shareholders will take place immediately thereafter.

Item 5. Full Description of Material Change

Supplement the summary required under item 4 with the disclosure which should be sufficiently complete to enable a reader to appreciate the significance of the material change without reference to other material. Management is in the best position to determine what facts are significant and must disclose those facts in a meaningful manner. See also Item 7.

This description of the significant facts relating to the material change will therefore include some or all of the following: dates, parties, terms and conditions, description of any assets, liabilities or capital affected, purpose, financial or dollar values, reasons for change, and a general comment on the probable impact on the reporting Issuer or its subsidiaries. Specific financial forecasts would not normally be required to comply with this form.

The above list merely describes examples of some of the facts which may be significant. The list is not intended to be inclusive or exhaustive of the information required in any particular situation.

Viceroy Resource Corporation ("Viceroy") (VOY-TSX), Quest Investment Corporation ("Quest") (Q.A and Q.B - TSX), Arapaho Capital Corp. ("Arapaho") (AHO-TSXV) and Avatar Petroleum Inc. ("Avatar") (AVA-TSXV) (the "Companies") announced that the arrangement ("the Arrangement") previously announced has been approved by their shareholders and the Supreme Court of British Columbia. The percentage of votes cast by shareholders of Viceroy, Quest, Arapaho, and Avatar approving the Arrangement was 97.03%, 99.5%, 100%, and 99.9% respectively. The effective date of the Arrangement is expected to be June 30, 2003 and the closing of the $10 million private placement approved by the Viceroy shareholders will take place immediately thereafter.

Under the Arrangement, Viceroy will consolidate its existing common shares on a 1 for 3 basis, its common shares will be redesignated as Class A Subordinate Voting shares and Class B Variable Multiple Voting shares (one to five votes per share) created. Viceroy will change its name to Quest Capital Corp. ("Quest Capital"). Quest Capital shares will trade on the TSX under the trading symbols QC.A and QC.B as soon as possible after the effective date.

The new Board of Directors of Quest Capital will be chaired by Henry J. Knowles and will consist of A. Murray Sinclair, Brian E. Bayley, Robert G. Atkinson, Ronald K. Netolitzky, W. David Black, Michael H. Halvorson, Michael D. Winn, Edward L. Mercaldo, and Daniel Goodman.

Quest Capital will acquire all of the shares of each of Avatar, Quest Management Corp. ("Quest Management") (which is a wholly-owned subsidiary of Arapaho), and Quest, in exchange for shares of Quest Capital. Shareholders of the merging companies as of the effective date will be entitled to receive the following post-Arrangement securities in exchange for their pre-Arrangement securities:

1. holders of Viceroy shares will receive one Quest Capital Class A Share in exchange for every three (3) Viceroy shares (pre-consolidation); one (1) ViceroyEx share for every ten (10) Viceroy shares (pre-consolidation); and one (1) SpectrumGold Share for every thirty (30) Viceroy shares (pre-Consolidation);

2. holders of Avatar shares will be issued 0.2825 Quest Capital Class A shares for each Avatar share;
3. Arapaho will be issued a total of 863,857 Quest Capital Class A shares for all of the issued shares of Quest Management. Shareholders of Arapaho will not receive any Quest Capital shares directly under the Arrangement;

4. holders of Quest Class A shares will be issued 1.0514 Quest Capital Class A shares for each Quest Class A share; and holders of Quest Class B shares will be issued 1.0514 Quest Capital Class B shares for each Quest Class B share.

Shareholders of each of the Companies who would be entitled to receive less than one board lot of shares pursuant to the Arrangement, will receive a cash payment unless they elect to receive Quest Capital shares and provide the necessary documentation to the transfer agent on or before August 5, 2003.

At the Viceroy meeting, shareholders approved a private placement to issue 8,333,333 Units at a price of $1.20 per Unit (post-consolidation) to raise $10,000,000. Each Unit will consist of one Quest Capital Class A share and one warrant. Each warrant is exercisable for five years at $1.50 per Quest Capital Class A share, subject to a reduction in the exercise period if the Quest Capital Class A share closes above $2.25 for a specified period.

Quest Capital's business objective will be to expand its merchant banking activities which will include providing financial services to small and mid-cap companies operating primarily in North America. Its principal business will be to provide asset backed bridge loans to companies generally operating in industries such as mining, oil and gas, real estate, and manufacturing. Quest Capital Corp. will have in excess of $90.0 million of total assets; and approximately 78 million Class A shares and 4.3 million Class B shares issued and outstanding after the private placement is closed.

Item 6. Reliance on Section 85(2) of the Act

If the report is being filed on a confidential basis in reliance on Section 85(2) of the Act, state the reasons for such reliance.

INSTRUCTION

Refer to Section 85(3) of the Act concerning continuing obligations regarding reports filed under this subsection.

Not Applicable

Item 7. Omitted Information:

In certain circumstances where a material change has occurred and a material change report has bee or is about to be filed but Section 85(3) of the Act will no longer or will not be relied upon, a reporting Issuer may nevertheless believe one or more significant facts otherwise required to be disclosed in the material change report should remain confidential and not be disclosed or not be disclosed in full detail in the material change report.

State whether any information has been omitted on this basis and provide the reasons for any omission in sufficient detail to permit the Commission to exercise its discretion under Section 169(4) of the Act.

The reasons for the omission may be contained in a separate letter filed as provided in Section 51 of the Rules.

Not Applicable

Item 8. Senior Officers

Give the name and business number of a senior officer of the reporting issuer who is knowledgeable about the material change and the report or an officer through whom the Commission may contact that senior officer.

Susan Neale, Chief Financial Officer
Telephone: (604) 688-9780

Item 9. Statement of Director

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, this 3rd day of July, 2003.

VICEROY RESOURCE CORPORATION

Signed: *"Ronald K. Netolitzky"*

Ronald K. Netolitzky

SCHEDULE "A"

JOINT NEWS RELEASE
VICEROY RESOURCE CORPORATION
QUEST INVESTMENT CORPORATION
ARAPAHO CAPITAL CORP.
AVATAR PETROLEUM INC.

June 23, 2003
Vancouver, British Columbia - **Viceroy Resource Corporation ("Viceroy") (VOY-TSX), Quest Investment Corporation ("Quest") (Q.A and Q.B - TSX), Arapaho Capital Corp. ("Arapaho") (AHO-TSXV) and Avatar Petroleum Inc. ("Avatar") (AVA-TSXV) (the "Companies")** are pleased to announce that the arrangement ("the Arrangement") previously announced has been approved by their shareholders and the Supreme Court of British Columbia. The percentage of votes cast by shareholders of Viceroy, Quest, Arapaho, and Avatar approving the Arrangement was 97.03%, 99.5%, 100%, and 99.9% respectively. The effective date of the Arrangement is expected to be June 30, 2003 and the closing of the $10 million private placement approved by the Viceroy shareholders will take place immediately thereafter.

Under the Arrangement, Viceroy will consolidate its existing common shares on a 1 for 3 basis, its common shares will be redesignated as Class A Subordinate Voting shares and Class B Variable Multiple Voting shares (one to five votes per share) created. Viceroy will change its name to Quest Capital Corp. ("Quest Capital"). Quest Capital shares will trade on the TSX under the trading symbols QC.A and QC.B as soon as possible after the effective date.

The new Board of Directors of Quest Capital will be chaired by Henry J. Knowles and will consist of A. Murray Sinclair, Brian E. Bayley, Robert G. Atkinson, Ronald K. Netolitzky, W. David Black, Michael H. Halvorson, Michael D. Winn, Edward L. Mercaldo, and Daniel Goodman.

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3. Arapaho will be issued a total of 863,857 Quest Capital Class A shares for all of the issued shares of Quest Management. Shareholders of Arapaho will not receive any Quest Capital shares directly under the Arrangement;

4. holders of Quest Class A shares will be issued 1.0514 Quest Capital Class A shares for each Quest Class A share; and holders of Quest Class B shares will be issued 1.0514 Quest Capital Class B shares for each Quest Class B share.

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Forward Looking Statement

This news release contains forward-looking information, which involves inherent risk and uncertainty affecting the business of Viceroy, Quest, Arapaho, and Avatar. Actual results realized may vary materially from the information provided in this presentation. As a result, there is no representation by Viceroy, Quest, Arapaho, and Avatar that actual results realised in the future will be the same in whole or in part as those presented herein.
For more information please contact Michael Atkinson (604-689-1428 or toll free 800-318-3094) or visit the Company's websites at www.viceroyresource.com or www.questinvestcorp.com. All public filings can also be obtained at www.sedar.com.

For more information, please contact:

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Tel: (604) 688-9870
Toll Free: 877-688-9780

Brian E. Bayley, President
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THIS NEWS RELEASE IS NOT FOR DISSEMINATION IN THE UNITED STATES OF AMERICA OR BY U.S. NEWSWIRE SERVICES.