Form 51-102F3
MATERIAL CHANGE REPORT

1. **Name and address of the Company.**

VISTIOR CAPITAL LIMITED (the "Company")
1 Wyegate Court
Willowdale, ON M2L 1P1

2. **Date of Material Change.**

June 14, 2007.

3. **News Release.**

A press release disclosing the material change was released on June 14, 2007 through the facilities of CCNMatthews.

4. **Summary of Material Change.**

The material change is fully described in the Company's press release which is attached as Schedule "A" and is incorporated herein.

5. **Full Description of Material Change.**

A full description of the material change is contained under Item 4.

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

The report is not being filed on a confidential basis.

7. **Omitted Information.**

No significant facts have been omitted from this Material Change Report.

8. **Executive Officer.**

Rami Younes, President.

9. **Date of Report.**

This report is dated at Toronto, this 14th day of June, 2007.

VISTIOR CAPITAL LIMITED

Per: *"signed"*
Corbet Elder, CFO

SCHEDULE "A"

VISTIOR CAPITAL LIMITED

1 Wyegate Court
Willowdale, Ontario M2L 1P1

PRESS RELEASE
FOR IMMEDIATE DISTRIBUTION

June 14, 2007

VISTIOR CAPITAL LIMITED ANNOUNCES CLOSING OF PROSPECTUS OFFERING

Vistior Capital Limited ("Vistior") is pleased to announce that it has completed its initial public offering of 2,000,000 common shares at the price of $0.20 per common share for total proceeds of $400,000 and has filed as a Capital Pool Company on the TSX Venture Exchange. Blackmont Capital Inc. acted as agent on the offering. The common shares of Vistior are expected to commence trading on the TSX Venture Exchange at the opening of markets on approximately June 15, 2007 under the symbol VCL.P.

As a result of the closing of this offering, Vistior now has 3,000,000 common shares issued and outstanding (1,000,000 which are subject to escrow restrictions), 300,000 common shares are reserved for issuance to the directors and officers which are exercisable until June 11, 2012 at an exercise price of $0.20 per share and 200,000 at an exercise price of $0.20 per share for a period of two years which are reserved for issuance upon the exercise of options granted to Blackmont Capital Inc. Vistior's board of directors and management team is comprise of the following individuals: Rami Younes (President and Director), Corbet Elder (Chief Financial Officer and Director), Jill Wagman (Director), James Borland (Director) and Brent Peters (Director).

The principal business of Vistior is the identification and evaluation of assets or businesses with a view to completing a "Qualifying Transaction". The funds raised under the offering are to be used to pursue its Qualifying Transaction.

FOR FURTHER INFORMATION PLEASE CONTACT:

Rami Younes, President or
Corbet Elder, Chief Financial Officer
Telephone: (416) 445-4572
e-mail: celder@vistiorcapital.com

THE TSX VENTURE EXCHANGED HAS NOT REVIEWED AND DOES NOT ACCEPT RESPONSIBILITY FOR THE ADEQUACY OF THIS RELEASE.

NOT FOR DISSEMINATION IN THE UNITED STATES OF AMERICA.