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.**

May 19, 2009.

3. **News Release.**

A press release disclosing the material change was released on May 19, 2009 through the facilities of Marketwire.

4. **Summary of Material Change.**

The Company announced the completion of private placement to purchase 6,771,429 common shares of Seafield Resources Ltd. (the "Seafield Shares") as its qualifying transaction. The Company intends to distribute the Seafield Shares pro-rata to the shareholders of the Company and thereafter be delisted and dissolved.

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 E. Younes, President and Chief Executive Officer

9. **Date of Report.**

This report is dated at Toronto, this 19th day of May, 2009.

VISITOR CAPITAL LIMITED

Per: *(Signed)*
Rami E. Younes, President & CEO

SCHEDULE "A"

VISTIOR CAPITAL LIMITED
1 Wyegate Court
Willowdale, Ontario
M2L 1P1

PRESS RELEASE

FOR IMMEDIATE RELEASE **TSXV: VCL.P-X**
May 19, 2009

VISTIOR ANNOUNCES
COMPLETION OF PRIVATE PLACEMENT

TORONTO, ONTARIO- Vistior Capital Limited ("**Vistior**") (TSXV:VCL) announces the completion of a private placement (the "**Transaction**") by Visitor of up to 6,771,429 common shares (the "**Seafield Shares**") of Seafield Resources Ltd. ("**Seafield**") (TSXV:SFF) at a price of $0.035 per share for aggregate subscription proceeds of $237,000.

Vistior will undertake the necessary steps to allow it to distribute the Seafield Shares pro-rata to the shareholders of Vistior (the "**Distribution**") and thereafter to be delisted and dissolved (the "**Dissolution**"). Any Seafield Shares distributed to the Vistior shareholders who are currently holding their shares of Vistior in escrow, will continue to be held in escrow. It is anticipated that all Seafield Shares distributed to the shareholders of Vistior will be subject to a statutory four month hold period.

The Transaction and subsequent Distribution and Dissolution will constitute Vistior's "Qualifying Transaction" pursuant to Policy 2.4 of the TSX Venture Exchange (the "**TSXV**").

The Transaction was approved by the shareholders at the annual and special meeting of Vistior held on May 12, 2009.

For more information, contact:

Visitor Capital Limited
Corbet Elder, CFO
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celder@vistiorcapital.com

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

This press release contains "forward looking information" (as defined in applicable Canadian securities legislation) that is based on expectations, estimates and projections as of the date of this press release. Without limitation, statements regarding potential mineralization and resources, exploration results, and future plans and objectives of the Company is forward looking information that involve various degrees of risk. The following are important factors that could cause the Company's actual results to differ materially from those expressed or implied by such forward looking information: changes in the world wide price of commodities, general market conditions, risks inherent in exploration, risks associated with development, construction and mining operations, the uncertainty of future profitability and the uncertainty of access to additional capital. The Company relies on litigation protection for forward looking information.