

Form 51 – 102F3

Material Change Report

1. Name and Address of Company

Visible Gold Mines Inc. (“**Visible Gold Mines**” or the “**Corporation**”)
139 Québec Avenue
Suite 202
Rouyn-Noranda, Québec
J9X 6M8

2. Date of Material Change

October 21, 2013.

3. News Release

Visible Gold Mines issued a news release with respect to the material change described below on October 24, 2013 via CNW Telbec.

4. Summary of Material Change

The Board of Directors of Visible Gold Mines has approved amendments to the Corporation’s by-laws including, among other things, the adoption of an advance notice by-law.

5. Full Description of Material Change

5.1. Full Description of Material Change

The Board of Directors of Visible Gold Mines has approved amendments to the Corporation’s by-laws including, among other things, the adoption of an advance notice by-law. The advance notice by-law requires advance notice to the Corporation in circumstances where nominations of persons for election to the Board of Directors of the Corporation are made by shareholders other than pursuant to a requisition of a meeting or a shareholder proposal made under the *Canada Business Corporations Act*.

The advance notice by-law is meant to facilitate an orderly and efficient annual and/or special meeting process, ensure all shareholders receive adequate notice of director nominations and sufficient information with respect to all nominees, and allow shareholders to register an informed vote, having been afforded reasonable time for appropriate deliberation.

Among other things, the advance notice by-law fixes a deadline by which holders of record of the Corporation’s common shares must submit director nominations to the Corporation prior to any annual or special meeting of shareholders, and sets out the information that a shareholder must include in such notice to the Corporation.

In the case of an annual meeting of shareholders, notice to the Corporation must be made not less than 30 days nor more than 65 days prior to the date of the annual meeting; provided, however, that in the event that the annual meeting is to be held on a date that is less than 50 days after the

date on which first public announcement was made of the date of the annual meeting, notice may be made no later than the close of business on the tenth day following such public announcement.

In the case of a special meeting of shareholders (which is not also an annual meeting), notice to the Corporation must be made not later than the close of business on the 15th day following the day on which first public announcement was made of the date of the special meeting.

The advance notice by-law is effective until it is confirmed, confirmed as amended or rejected by shareholders of the Corporation at the next annual and special meeting of shareholders, to be held on November 29, 2013. If the advance notice by-law is confirmed or confirmed as amended at the meeting, it will continue in effect in the form in which it is so confirmed.

If the advance notice by-law is rejected by shareholders at the next meeting, or the directors do not submit the advance notice by-law to shareholders at the meeting, the advance notice by-law will cease to be effective from the date of the meeting and no subsequent resolution of the Board of Directors to make, amend or repeal a by-law having substantially the same purpose or effect as the advance notice by-law would be effective until confirmed or confirmed as amended by the shareholders of the Corporation.

The full text of the advance notice by-law is available on SEDAR at www.sedar.com, or upon request by contacting the Corporate Secretary of the Corporation at (819) 762-0609 or by e-mail at info@visiblegoldmines.com.

5.2. Disclosure required for a “Restructuring Transaction”

Not applicable.

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

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

The executive officer who can answer questions regarding this report is Mr. Martin Dallaire, President and Chief Executive Officer of Visible Gold Mines. Mr. Dallaire can be reached at (819) 762-0609.

9. Date of Report

November 1, 2013.