FORM 51-102F3

Material Change Report

ITEM 1. NAME AND ADDRESS OF COMPANY

AZINCOURT RESOURCES INC. (the "Company")
Suite 800, 789 West Pender Street
Vancouver, British Columbia
V6C 1H2

ITEM 2. DATE OF MATERIAL CHANGE

April 30, 2013

ITEM 3. NEWS RELEASE

Issued on April 30, 2013 and disseminated by MarketWire.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company and Fission Uranium Corp. jointly announced that they have entered into a property option agreement dated April 29, 2013 whereby the Company can earn up to a 50% interest in Fission Uranium Corp.'s Patterson Lake North project.

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

Please see the attached news release.

ITEM 5.2 DISCLOSURE FOR RESTRUCTURING TRANSACTIONS

Not applicable.

ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

Not applicable.

ITEM 7. OMITTED INFORMATION

No information has been omitted on the basis that it is confidential information.

ITEM 8. EXECUTIVE OFFICER

Contact: Darren Devine, President, CEO
Telephone: 604-638-8067

ITEM 9. DATE OF REPORT

DATED April 30, 2013.

AZINCOURT RESOURCES INC.

Fission URANIUM CORP.

J O I N T   N E W S   R E L E A S E

Fission Uranium Options Patterson Lake North Project to Azincourt Resources

Vancouver, B.C., April 30, 2013 – **Azincourt Resources Inc. (TSXV: AAZ)** ("Azincourt") and **Fission Uranium Corp. (TSXV: FCU)** ("Fission") jointly announce that they have entered into a property option agreement dated April 29, 2013 (the "Option Agreement") whereby Azincourt can earn up to a 50% interest in Fission's Patterson Lake North project ("PLN").

PLN, which is considered by Fission to be an important core holding, comprises 10 contiguous claims totalling 27,408 hectares in the south-west area of the Athabasca Basin immediately North of and adjacent to Fission's Patterson Lake South project ("PLS").

"*We are very pleased to have reached an agreement with Azincourt, where they have the opportunity to earn in to the Patterson Lake North (PLN) project and join efforts with our successful management and technical team. This transaction brings together two highly motivated groups to explore the highly prospective SW region of the Athabasca Basin."* stated Dev Randhawa, Chairman and CEO of Fission.

Proposed Acquisition of Patterson Lake North Project

Under the terms of the Option Agreement, Azincourt has agreed, subject to the satisfaction of certain conditions precedent including the receipt of TSX Venture Exchange (the "Exchange") acceptance, to acquire up to a 50% interest in PLN by incurring $12,000,000 of staged exploration expenditures and paying $4,750,000 in cash or Azincourt shares (at Azincourt's election) on or before April 29, 2017, as follows:

Term	*Interest Earned*	*Cash Consideration*	*Work Obligation*
12 months	*10%*	*$500,000*	*$1,500,000*
24 Months	*10%*	*$750,000*	*$3,000,000*
36 months	*15%*	*$1,000,000*	*$3,000,000*
48 months	*15%*	*$2,500,000*	*$4,500,000*
TOTAL	***50%***	***$4,750,000***	***$12,000,000***

In addition Azincourt will grant to Fission a 2% Net Smelter Royalty on exercise of the option.

The parties' obligations to close the Option Agreement are subject to the satisfaction of the usual conditions precedent including:

(a) the receipt of all necessary approvals of the Exchange and all other regulatory authorities and third parties to the option; and

(b) the completion by Azincourt of a private placement for gross proceeds of not less than C$1,500,000 to provide the funds necessary to complete the first year exploration work on PLN.

Azincourt has agreed, subject to Exchange acceptance, to the payment of a finder's fee to an arms length third party for introducing Azincourt to Fission upon the successful completion of the Acquisition.

Summary of the Patterson Lake Project

The Athabasca Basin is a premiere geologic district notable for hosting the world's richest uranium deposits, with a well established and politically stable, uranium exploration and mining sector. Recent discoveries of high-grade uranium in the southwestern region of the Athabasca Basin are considered by Azincourt to indicate the prospective merit of this under-explored area.

PLN lies adjacent to the north of Fission's Patterson Lake South (PLS) joint venture property (Fission 50%, Alpha Minerals 50%), where recent drill results located 5.7km to the south, have identified high grade uranium in bedrock in 3 separate pods and have included a drill hole intersection of 6m at 35.0% U_3O_8 in 49.5M at 6.26% U_3O_8 (PLS 13-053) (see Fission Energy Corp. news release dated April 24, 2013).

PLN is prospective for hosting structurally controlled high-grade uranium mineralization that is often associated with basement graphitic shear zones within clay altered metasedimentary basement lithologies. These features have unique characteristics that can be identified by various geophysical surveys.

PLN lies within a large basin scale NE trending gravity low structural corridor that also incorporates the adjacent PLS property. The former Cluff Lake mine (>60M lbs U3O8 produced) and the UEX-Areva Shea Creek deposits (42 km and 27 km to the north respectively) lie along the western margin of this structural feature. The recently discovered high-grade uranium mineralization found at PLS located 5.7km to the south, also lies within this structural corridor. Coincidentally, PLN also lies within a complex magnetic corridor showing magnetic highs and lows and breaks in regional major features. Several EM anomalies are evident within PLN, including what may be interpreted to be the southern extension of the Saskatoon Lake EM conductor, which itself is associated with the Shea Creek deposit to the north.

To date Fission has spent ~$4.7M on exploration on PLN ranging from airborne to ground geophysics to a first-pass drilling of a few select targets. Portions of PLN are currently drill-ready and other areas require further ground geophysical surveys and interpretation to bring them up to drill ready stage.

Fission's experienced and successful management and technical team, with a track record of two major high-grade uranium discoveries in the Athabasca Basin region in the past 3 years (Waterbury Lake project and the PLS project), will operate and manage PLN which comprises ten contiguous claims totaling 27,408 hectares. Fission currently holds a 100% interest in PLN.

The $1.5 million budgeted work program for year 1 will consist of ~2500m of diamond drilling in addition to select areas of airborne EM geophysical survey coverage. It is anticipated that radon and helium surveys designed to assist in the detection of subsurface uranium occurrences will be conducted in certain areas to assist in developing high priority drill targets.

Proposed Private Placement

Azincourt announces its intention to complete a non-brokered private placement consisting of the issuance of up to 10,000,000 common shares of the Azincourt at a price of C$0.15 per common share, for gross proceeds of up to C$1,500,000.

The proceeds of the private placement will be used to fund the first year exploration work program on PLN.

Qualified Person

Paul Reynolds P.Geo., a director of Azincourt, is the qualified person who has reviewed the geological data summarized in this news release on behalf of Azincourt.

ON BEHALF OF THE BOARD OF FISSION URANIUM CORP.

"Dev Randhawa"

Dev Randhawa
Chairman and CEO

ON BEHALF OF THE BOARD OF AZINCOURT RESOURCES INC.

"Darren Devine"

Darren Devine
President and CEO

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 includes "forward-looking statements" of both Fission and Azincourt, including forecasts, estimates, expectations and objectives for future operations that are subject to a number of assumptions, risks and uncertainties, many of which are beyond the control of Fission and / or Azincourt. Statements regarding future fund raising and closing and exercise of the option are subject to all of the risks and uncertainties normally incident with the raising of capital and completing corporate transactions including, but are not limited to, financing risks, property title issues and regulatory approvals. Investors are cautioned that any such statements are not guarantees of future performance and that actual results or developments may differ materially from those projected in the forward-looking statements. Such forward-looking information represents management's best judgment based on information currently available. No forward-looking statement can be guaranteed and actual future results may vary materially. Neither Fission nor Azincourt assumes the obligation to update any forward-looking statement, except as required by applicable law.

For further information please contact:

Fission Uranium Corp.
Rich Matthews (Investor Relations)
Tel: 877-868-8140
ir@fissionuranium.com

Azincourt Resources Inc.
Darren Devine, President and CEO
Tel: 604-569-2963
ddevine@cdmcp.com