

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

June 18, 2013

ITEM 3. NEWS RELEASE

Issued on June 19, 2013 and disseminated by MarketWire.

ITEM 4. SUMMARY OF MATERIAL CHANGES

TSX Venture Exchange approval to Option with Fission Uranium

The Company has received TSX Venture Exchange ("Exchange") approval to its option agreement with Fission Uranium Corp. ("FCU") dated April 29, 2013 whereby Azincourt can earn up to a 50% interest in FCU's Patterson Lake North uranium project located in the Athabasca Basin, Saskatchewan.

Private Placement

The Company has closed a non-brokered private placement and issued an aggregate of 10,000,000 common shares at \$0.15 per common share for gross proceeds of \$1,500,000. The Company paid finders fees in cash aggregating \$83,650 in connection with the private placement.

Grant of Stock Options

The Company confirmed its previously announced grant of 1,750,000 incentive stock options to directors and officers of the Company. Each option is exercisable to purchase one common share of the Company at a price of \$0.18 for a period of five years from the date of grant, in accordance with the Company's stock option plan.

Board and Director Changes

Darren Devine and Latika Prasad have resigned as directors of the Company; (ii) each of Ian Stalker, Terrence (Ted) K. O'Connor and Dev Randhawa have been appointed as directors of the Company; (iii) Ian Stalker will not be acting as President but will remain Chairman; (iv) Ted O'Connor has assumed the positions of CEO and President; and (v) Latika Prasad has resigned as CFO and Vivien Chuang has been appointed as CFO in her place.

Name Change

The Company has made application to the TSX Venture Exchange to change its name to Azincourt Uranium Inc. to more clearly reflect its new business and commitment to developing the PLN project. The Company's ticker symbol remains TSXV:AAZ.

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, Corporate Secretary
Telephone: 604-638-8067

ITEM 9. DATE OF REPORT

DATED June 19, 2013.



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NEWS RELEASE

Azincourt Closes Private Placement and Receives TSX Venture Exchange Approval to Option with Fission Uranium

Vancouver, B.C., June 19, 2013 – **Azincourt Resources Inc. (TSXV: AAZ)** (the “Company” or “Azincourt”) announces that further to its news releases dated April 30, 2013 and May 15, 2013, the Company has now received TSX Venture Exchange (“Exchange”) approval to:

- its option agreement with Fission Uranium Corp. (“FCU”) dated April 29, 2013 whereby Azincourt can earn up to a 50% interest in FCU’s Patterson Lake North project (“PLN”);
- the technical report dated May 5, 2013 prepared by Allan Armitage, Ph.D., P.Geol. of GeoVector Management Inc. for the PLN project (which has been filed on SEDAR);
- a part-and-parcel private placement (more fully described below) whereby the Company raised \$1,500,000 to be used to complete its first year work expenditures on the PLN project; and
- a finder’s fee agreement dated April 29, 2013 whereby the Company has agreed to pay Pure Capital Holdings Inc. a fee in stages as it acquires incremental interests in the PLN project over time. In year one, the fee will be \$136,250 payable following the Azincourt spending \$2,000,000 to acquire the first 10% interest in the PLN project, payable by the issuance of 908,333 common shares of the Company, at a deemed price of \$0.15 per share;

The PLN project is comprised of 10 contiguous claims totalling 27,408 hectares in the southwest portion of the Athabasca Basin, Saskatchewan. 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.

The Company has the right to acquire incremental interests in the PLN by making annual payments to FCU and incurring minimum work expenditures on the PLN project. To acquire the first 10% interest, the Company must pay FCU \$500,000 (\$100,000 paid to date and the balance to be paid on closing) and incur \$1,500,000 of work on the PLN project.

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% U₃O₈ in 49.5M at 6.26% U₃O₈ (PLS 13-053) (see Fission Energy Corp. news release dated April 24, 2013).

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.

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.

PRIVATE PLACEMENT

The Company announces that it has closed its private placement and issued an aggregate of 10,000,000 common shares (the "Shares") at \$0.15 per share for gross proceeds of \$1,500,000. The Shares are subject to a four-month hold period expiring October 19, 2013. The proceeds of the private placement will be used by the Company to fund its first year work expenditures on its PLN project.

The Company has agreed to pay finders fees in cash aggregating \$83,650 in connection with the private placement.

GRANT OF STOCK OPTIONS

The Company confirms its previously announced grant of 1,750,000 incentive stock options to directors and officers of the Company. Each option is exercisable to purchase one common share of the Company at a price of \$0.18 for a period of five years from the date of grant, in accordance with the Company's stock option plan.

BOARD AND OFFICER CHANGES

Further to the Company's news release of May 15, 2013: (i) each of Darren Devine and Latika Prasad have resigned as directors of the Company; (ii) each of Ian Stalker, Terrence (Ted) K. O'Connor and Dev Randhawa have been appointed as directors of the Company; (iii) Ian Stalker will not be acting as President but will remain Chairman; (iv) Ted O'Connor has assumed the positions of CEO and President; and (v) Latika Prasad has resigned as CFO and Vivien Chuang has been appointed as CFO in her place.

NAME CHANGE

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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 AZINCOURT RESOURCES INC.

"Ted O'Connor"

Ted O'Connor

CEO and President

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”, 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 Azincourt. Statements regarding the 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. There is no assurance the Company will be able to acquire any interest in the PLN. 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.