

FORM 51-102F3  
MATERIAL CHANGE REPORT

**Item 1. Name and Address of Company**

Viscount Mining Corp. (the "Company")  
Suite 400, 570 Granville Street  
Vancouver, BC V6C 3P1

**Item 2. Date of Material Change**

August 21, 2013

**Item 3. News Release**

A news release relating to the material change described herein was disseminated by Newsfile on August 21, 2013.

**Item 4. Summary of Material Change**

The Company announced the appointment of Andrew McCreath to the Company's board of directors. The Company also announced the grant of 1,250,000 incentive stock options to its directors, officers and a consultant.

**Full Description of Material Change**

The Company announced the appointment of Andrew McCreath to the Company's board of directors. Mr. McCreath is a noted marketing, public relations and communications professional. As President of McCreath Communications he has been responsible for the successful production of geopolitical and market-centric conferences and events across Canada for over a decade. These projects encompassed such topics as bilateral relations, macro-economics, leadership and global communications. These regional and national events included many well-known and influential individuals including Oprah Winfrey, President George W. Bush, Paul Volcker, President H.W. Bush, President Clinton, Governor Arnold Schwarzenegger, Prime Minister Tony Blair, Dr. Alan Greenspan, Colin Powell, Sarah Palin, Donald Trump, Nicolas Sarkozy, Rudy Giuliani and many others. His public and media relations activities include the provision of publicity and media buying for companies from the oil & gas, finance, mining, sports, entertainment and event sectors. He has acted as a consultant in all aspects of communications, publicity and media. Mr. McCreath has acted as co-producer of Canada's Outstanding CEO of the Year Awards with Caldwell Partners, as co-producer of the "Private Business Growth Awards" presented by Grant Thornton LLP and the Canadian Chamber of Commerce, and was associate producer of "Champions Gift" (2011), a one hour documentary focused on T. Boone Pickens for the CBS Sports Network. He was previously an associate at Wellington West Capital, BMO Nesbitt Burns, and the National Hockey League's head office in New York. He received a 2011 Globe and Mail "Top 40 under 40" award and was appointed to the Board of SaskPower in 2010. Mr. McCreath has been active on numerous community boards and fundraising events. A longtime resident of Calgary, Alberta, he was educated at the University of Saskatchewan (Economics) and Salisbury School, Salisbury Connecticut.

The Company also announced that it has granted an aggregate of 1,250,000 incentive stock options to its directors, officers and a consultant. The options were granted pursuant to Viscount's incentive stock

option plan approved by shareholders at the annual and special meeting held on June 28, 2013 and are exercisable at a price of \$0.20 until August 21, 2018.

**Item 5. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not Applicable.

**Item 6. Omitted Information**

Not Applicable.

**Item 7. Executive Officer**

Please contact James MacKenzie, Chief Executive Officer, at 604.960.0535

**Item 8. Date of Report**

DATED August 22, 2013