

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**

May 8, 2015

Item 3. **News Release**

A news release relating to the material change described herein was disseminated by NewsWire and posted on SEDAR on May 14, 2015.

Item 4. **Summary of Material Change**

The Company announced Had appointed a new Corporate Auditor

Item 5. **Full Description of Material Change**

A full description is attached as schedule A

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

Not Applicable.

Item 7. **Omitted Information**

Not Applicable.

Item 8. **Executive Officer**

Please contact Derick Sinclair, Chief Financial Officer, at 604.924-8000

Item 9. **Date of Report**

DATED May 19, 2015

SCHEDULE A



PRESS RELEASE

May 14, 2015

VISCOUNT ANNOUNCES CHANGE OF AUDITORS

VANCOUVER, Canada — Viscount Mining Corp. (TSX-V: VML) ("Viscount" or "the Company"), announces that effective May 08, 2015, due to the Company intending to dual-list its securities in the United States, has, in accordance with regulatory requirements, appointed Davidson & Company LLP, Chartered Accountants ("Davidson") as its auditor henceforth.

Accordingly, the Company has requested the resignation of James Stafford Inc., Chartered Accountants ("James Stafford") as auditor of the Company, and thanks them for their past professional service and support. There were no reservations in James Stafford's reports for the two most recently completed fiscal years or for any period subsequent to the most recently completed period for which an audit report was issued preceding the date of Stafford's resignation. There were also no reportable events between the Company and Stafford or between the Company and Davidson.

The audit committee and board of directors of the Company have approved the appointment of Davidson as successor auditor. In accordance with NI 51-102, a notice of change of auditor, together with the required letters from the auditor and the successor auditor have been filed on SEDAR.

For additional information regarding the above noted property and other corporate information, please visit the Company's website at www.viscountmining.com

ON BEHALF OF THE BOARD OF DIRECTORS

Jim MacKenzie,
President, CEO and Director

For further information, please contact:

Viscount Investor Relations
Phone: 604-960-0535
Email: info@viscountmining.com

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