

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Viscount Mining Corp. (the "Company")
409 - 221 W. Esplanade, North
Vancouver BC V7M 3J3

Item 2. Date of Material Change

January 27, 2017

Item 3. News Release

A news release relating to the material change described herein was disseminated by Marektwired on January 30 2017, and subsequently posted on SEDAR.

Item 4. Summary of Material Change

The Company announced it had appointed a New member to the Board of Directors

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 February 14, 2017

SCHEDULE A



PRESS RELEASE

January 30, 2016

VISCOUNT MINING ANNOUNCES RESULTS OF 2017 ANNUAL GENERAL MEETING

VANCOUVER, Canada – – Viscount Mining Corp. (TSX-V: VML) (OTCQB: VLMGF) (“Viscount” or “the Company”), is pleased to announce the results of its Annual General Meeting of Shareholders (the "AGM") held on January 27, 2017 in Vancouver. The motions approved by Viscount’s shareholders included the following:

- Approval of the number of directors at six;
- Election of all six nominees to serve until the next annual meeting of shareholders of the Company, or until their successors are elected or appointed. Directors James MacKenzie (President & CEO), Kaare Foy (Chairman), Andrew Gertler, William MacDonald and Honourable Grant Devine were re-elected;
- Mark J. Abrams, BSc. MSc. was newly appointed to the Board of Directors of the Company;
- Approval of the Company’s stock option plan; and;
- Re-appointment of Davidson & Company LLP, Chartered Accountants as the Company's external auditor.

Mr. Abrams has more than 30 years of domestic and international mineral exploration experience. Most recently, he was responsible for exploration and acquisitions in the United States for Golden Predator Corp., prior to which he worked for 12 years for Agnico-Eagle (USA) Ltd., where he led his exploration team to a gold discovery in northeastern Nevada. Mr. Abrams has designed, initiated and conducted advanced project evaluations and acquisitions in the United States, Mexico, Honduras, Guatemala, Chile, Argentina, Canada, China and Indonesia, including the acquisition of and first exploration work on the Donlin Creek project in Alaska for Placer Dome. He conducted exploration work over 18 years for Placer Dome within the Cortez joint venture and Bald Mountain mine properties. He was responsible for acquiring the lands now occupied by portion of the Pipeline mine and was involved in the early exploration work on the deposit. Mr. Abrams is experienced in creating and managing programs and budgets ranging from \$100,000 to \$15,000,000, and holds a BSc. in Geology and MSc. in Geology from Eastern Washington University.

Kaare Foy, Viscount Chairman stated: “Mr. Abrams has been serving on the Company’s Advisory Board since July of 2015 and we look forward to his greater involvement in the growth and leadership of Viscount as it moves forward with its projects.”

The Board and Management of Viscount are deeply saddened to announce the passing of one of its earliest directors, Matthew J. Hughes, a friend and former member of the Board from 2014 – 2017. Mr. Hughes died on January 27, 2017, at the age of 56.

“Matt was a respected geologist working in the exploration, development and mining industry for more than 25 years,” said Jim MacKenzie, Viscount’s CEO. “He served on the boards of numerous private and public companies.

His wealth of knowledge, networking and expertise has made an invaluable contribution to the Company. Everyone at Viscount extends heartfelt condolences to his family during this difficult time. Matt will be greatly missed by his many friends and family.”

About Viscount Mining (TSX VENTURE: VML) (OTCQB: VLMGF)

Viscount Mining is an exploration company with a portfolio of gold and silver properties in the Western United States, including Cherry Creek in Nevada and Silver Cliff in Colorado. Cherry Creek is comprised of more than 9,000 acres, all 100% owned, and includes more than 20 past producing mines. Viscount has entered into an exploration earn-in agreement with Sumitomo Corporation covering the Cherry Creek property. Sumitomo can earn in up to a 75% interest in the property by producing a feasibility study and by spending in addition a minimum of US\$10,000,000 in exploration and development expenses by the eighth anniversary of the earn-in agreement. Silver Cliff in Colorado is comprised of 96 lode claims, covering much of the historical past-producing mineral districts of Silver Cliff and Rosita Hills.

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

Neither 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.

Forward-Looking Statements

This news release contains certain statements that may be deemed "forward-looking" statements. Forward looking statements are statements that are not historical facts and are generally, but not always, identified by the words "expects", "plans", "anticipates", "believes", "intends", "estimates", "projects", "potential" and similar expressions, or that events or conditions "will", "would", "may", "could" or "should" occur. Although Viscount Mining Corp. believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results may differ materially from those in forward looking statements. Forward looking statements are based on the beliefs, estimates and opinions of Viscount Mining Corp. management on the date the statements are made. Except as required by law, Viscount Mining Corp. undertakes no obligation to update these forward-looking statements in the event that management's beliefs, estimates or opinions, or other factors, should change.

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