

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and address of the Company

Vior Inc. (“Vior” or the “Company”)
240-995 Wellington Street
Montréal, Québec, H3C 1V3

Item 2 Date of material change

December 15, 2023.

Item 3 News release

The press release was issued and distributed via AccessWire on December 15, 2023.

Item 4 Summary of material change

On December 15, 2023, Vior completed the closing of a non-brokered private placement consisting of a total of 2,069,413 flow-through common shares issued at a price of \$0.17 (the “Offering”) for gross proceeds of \$351,800.

Item 5 Full description of material change

On December 15, 2023, Vior completed the closing of a non-brokered private placement consisting of a total of 2,069,413 flow-through common shares issued at a price of \$0.17 for gross proceeds of \$351,800.

Vior will use the Offering proceeds to fund exploration work on its Quebec gold properties. As a result of the closing of the Offering, there are now 104,060,144 common shares of Vior issued and outstanding.

In connection with the Offering, Vior has paid a cash finder’s fee of \$11,070 to an arm’s length third party.

The Offering was carried out pursuant to prospectus exemptions of applicable securities laws and is subject to certain closing conditions, including but not limited to, the receipt of all necessary regulatory approvals, including final approval by the TSX Venture Exchange. Accordingly, the securities issued in the Offering are subject to a restricted hold period of four (4) months and a day, expiring on April 16, 2024 pursuant to National Instrument 45-102 – Resale Restrictions and Regulation 45-102 – Resale of Securities and the certificates or DRS advices representing such securities bear a legend to that effect.

An insider has participated in the Offering and was issued 100,000 flow-through common shares, for total gross proceeds of \$17,000. This participation in the Offering is a “related party transaction” as defined in Regulation 61-101, and is exempt from the formal valuation and minority shareholder approval requirements

provided under Regulation 61-101 respecting Protection of Minority Security Holders in Special Transactions (“Regulation 61-101”) in accordance with Sections 5.5(a) and 5.7(1)(a) of Regulation 61-101. The exemption is based on the fact that neither the fair market value of the private placement, nor the consideration paid by such Insider exceeds 25% of the market capitalization of the Corporation.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Non applicable.

Item 7 Omitted Information

None.

Item 8 Executive Officer

Mark Fedosiewich
President and CEO
Tel.: 613-898-5052
mfedosiewich@vior.ca

Item 9 Date of Report

December 22, 2023.