

Form 45-106F6

British Columbia Report of Exempt Distribution

This is the form required under section 6.1 of National Instrument 45-106 for a report of exempt distribution in British Columbia.

Issuer/underwriter information

Item 1: Issuer/underwriter name and contact information

Viscount Mining Corp.
Suite 409 – 221 W. Esplanade,
North Vancouver BC V7M 3J3
Tel: 604-960-0535
Email : info@viscountmining.com
Web : www.viscountmining.com

Item 2: Reporting issuer status

The issuer is a reporting issuer in BC and Alberta

Item 3: Issuer's industry

Indicate the industry of the issuer by checking the appropriate box below.

- | | |
|---|---|
| <input type="checkbox"/> Bio-tech | Mining |
| Financial Services | <input checked="" type="checkbox"/> exploration/development |
| <input type="checkbox"/> investment companies and funds | <input type="checkbox"/> production |
| <input type="checkbox"/> mortgage investment companies | <input type="checkbox"/> Oil and gas |
| <input type="checkbox"/> Forestry | <input type="checkbox"/> Real estate |
| <input type="checkbox"/> Hi-tech | <input type="checkbox"/> Utilities |
| <input type="checkbox"/> Industrial | <input type="checkbox"/> Other (describe) |

Item 4: Insiders and promoters of non-reporting issuers

NA

Details of distribution

Item 5: Distribution date

June 27, 2016

Item 6: Number and type of securities

2,150,000 Units. Each Unit consisting of One Common Share and One Share purchase Warrant exercisable for \$.70 per share warrant exercisable for 2 years from the date of issue.

Each unit was issued at a price of \$.50 per Unit.

The Issuer relied on the exemptions provided by National Instrument 45-106 (“NI 45-106”) 2.3(2) (accredited investor) for \$1,075,000

Item 7: Geographical information about purchasers

Each Canadian and foreign jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) ¹	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
Alberta	1	\$0.50	140,000
British Columbia	7	\$0.50	355,000
Ontario	6	\$0.50	380,000
Quebec	3	\$0.50	125,000
Paraguay	1	\$0.50	50,000
Volketswil	1	\$0.50	25,000
Total number of Purchasers	19		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$1,075,000

1. The Securities issued were Units – once common share and one share purchase warrant

Item 8: Information about purchasers

Information about non-individual purchasers					
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased *UNITS	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
Sanctum Sanctorum Inc. 10939 80 Ave Edmonton AB T6G 0P9 780.566.8902 (Fabrice Taylor)		100,000	\$50,000	NI 45-106 section 2.3	2016/06/27
Bedrock Capital Corporation 3275 Dickinson Crescent West Vancouver BC V7V 2L4 604.999.9939 (Paul Matysek)		200,000	\$100,000	NI 45-106 section 2.3	2016/06/27
Coquitlam Family Chiropractic 210 - 2885 Barnett Hwy Coquitlam BC V3B 1C1 778.997.7478 (Ali Amiri)		20,000	\$10,000	NI 45-106 section 2.3	2016/06/27
Venture Liquidity Providers Inc. 1 McGuire Cre Uxbridge ON L9P 1G7 416.891.4349 (John C. Cunningham)		50,000	\$25,000	NI 45-106 section 2.3	2016/06/27
Yuhua International Capital Inc. 5 Awesome Again Lane Aurora ON L4G 7Y7 778.987.7779 (Patrick Sapphire)		500,000	\$250,000	NI 45-106 section 2.3	2016/06/27
Lester Aset Management 2102 - 1800 McGill College Ave Montreal QC H3A 2J6 514.849.5566 (Ken Lester)		210,000	\$105,000	NI 45-106 section 2.3	2016/06/27
7898037 Canada Inc. 14399 Gouin W. Apt 708 Pierrefonds QC H9H 1P9 514.927.2102 (Phil Caplan)		20,000	\$10,000	NI 45-106 section 2.3	2016/06/27
Simcarb Investments, Inc. 504 - 8255 Mountain Sights Montreal QC H4P 2B5 514.992.0388 (Leonard Freedman)		20,000	\$10,000	NI 45-106 section 2.3	2016/06/27
		1,120,000	\$560,000.00		

- **UNITS-** each unit consists of one Common share and one share purchase warrant

Commissions and finder's fees

Item 9: Commissions and finder's fees

Full name and address of the person being compensated	Indicate if the person being compensated is an insider (I) of the issuer or a registrant (R)	Compensation paid or to be paid (cash and/or securities)				
		Cash (Canadian \$)	Securities			Total dollar value of compensation (Canadian \$)
			Number and type of securities issued Warrants same terms as Above	Price per security (Canadian \$)	Exemption relied on and date of distribution (yyyy-mm-dd)	
Gravitas Special Situations Fund LP 333 Bay Street, Suite 1700 Toronto ON M5H 2R2	R	\$ 54,850	134,300	N/A	NI 45-106 section 2.3 2016/06/27	\$ 54,850
Haywood Securities Inc., 200 – 700 Burrard Street, Vancouver, BC V6C 3L6	R	\$ 1,400	1,400	N/A	NI 45-106 section 2.3 2016/06/27	\$ 1,400
Canaccord Genuity Corp., 2200 - 609 Granville Street, Vancouver, BC V7Y 1H2	R	\$7,400	7,400	N/A	NI 45-106 section 2.3 2016/06/27	\$7,400
CIBC Wealth Management 200 King Street West, 7th Floor, Toronto, ON, M5H 3W8	R	\$2,400	2,400	N/A	NI 45-106 section 2.3 2016/06/27	\$2,400
Raymond James Ltd. 925 West Georgia, Suite 2100 Vancouver, BC V6C 3L2	R	\$10,800	10,800	N/A	NI 45-106 section 2.3 2016/06/27	\$10,800
BMO Nesbitt Burns Inc. 1 First Canadian Place, B-1 Level, Cage Toronto ON M5X 1H3	R	\$1,000	1,000	N/A	NI 45-106 section 2.3 2016/06/27	\$1,000
RBC Dominion Securities Inc., 155 Wellington St., W., 7th Floor Toronto, Ontario, M5V 3H1	R	\$1000	1000	N/A	NI 45-106 section 2.3 2016/06/27	\$1000
PI Financial Corp. 1900 – 666 Burrard Street Vancouver, BC V6C 3N1	R	\$600	600	N/A	NI 45-106 section 2.3 2016/06/27	\$600

Certificate

On behalf of the Viscount Mining Ltd. I certify that the statements made in this report are true.

Date July 4, 2016

/s/ Derick Sinclair – CFO

Signature

Item 10: Contact information

Monita Faris – 778-370-1372

Monita.faris@gmail.com

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.