

Form 45-106F6

British Columbia Report of Exempt Distribution

AMENDED-

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

May 31, 2016

Item 6: Number and type of securities

2,450,000 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 \$1,225,000.

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 \$)
ONTARIO	21		\$1,005,000
BELIZE	1		\$25,000
QUEBEC	2		\$50,000
BRITISH COLUMBIA	5		\$55,000
PENNSYLVANIA	1		\$25,000
NEW YORK	1		\$65,000
Total number of Purchasers	31		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$1,225,000.00

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)
Pallisade Global Investments Ltd. New Horizon Building, Ground Floor 3 1/2 Miles Philip S.W. Goldson Highway Belize City, Belize 301.744.8744 Collin Kettell		50,000	\$25,000.00	NI 45-106 section 2.3	2016-05-31
Stephen A. Haber Podiatry Professional Corporation 3 - 16775 Yonge Street New Market ON L3Y 8J4 905.853.6466		50,000	\$25,000.00	NI 45-106 section 2.3	2016-05-31
Gravitas Special Situations Fund LP 333 Bay Street, Suite 1700 Toronto ON M5H 2R2 416.848.0739(Neil Gilday)	R	300,000	\$150,000.00	NI 45-106 section 2.3	2016-05-31
The Woodham Group Inc. 1610 - 70 York Street Toronto ON M5J 1S9 416.843.2881 (J. Graham Simmonds)		50,000	\$25,000.00	NI 45-106 section 2.3	2016-05-31
Ubika Corp. 333 Bay Street, Suite 650 Toronto ON M5H 2R2 Vishy Karamadam		500,000	\$250,000.00	NI 45-106 section 2.3	2016-05-31
Patstar Inc. 200 - 441 King St. West Toronto ON M5V 1K4 647.559.2705 (G. Scott Paterson)		100,000	\$50,000.00	NI 45-106 section 2.3	2016-05-31
The MJG Capital Fund, LP 125 Locust Street Harrisburg PA 17101 650.814.6105 (Matthew Geiger)		50,000	\$25,000.00	NI 45-106 section 2.3	2016-05-31
		1,100,000	\$550,000.00		

- **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 416.848.0739 (Neil Gilday)	R	\$54,850	134,300	N/A	NI 45-106 section 2.3 2016-05-31	\$54,850
PI Financial Corp., 1900 – 666 Burrard Street, Vancouver, BC V6C 3N1 Laura Bliss Tel: 604-664-2764	R	\$600	600	N/A	NI 45-106 section 2.3 2016-05-31	\$600
Haywood Securities Inc., 200 – 700 Burrard Street, Vancouver, BC V6C 3L6	R	\$1,400	1,400	N/A	NI 45-106 section 2.3 2016-05-31	\$1,400
Canaccord Genuity Corp., 2200 - 609 Granville Street, Vancouver, BC V7Y 1H2 Derick Robak – (416) 867- 4535	R	\$7,400	7,400	N/A	NI 45-106 section 2.3 2016-05-31	\$7,400

GUNDYCO , 22 Front Street W. 4th Floor, Toronto, ON M5J 2W5 Steve Rodrigues - 416-956-6257	R	\$2,400	2,400	N/A	NI 45-106 section 2.3 2016-05-31	\$2,400
Raymond James Ltd., 2100-925 West Georgia Street, Cathedral Place, Vancouver, BC V6C 3L2 James Whealon 604-654-1109	R	\$10,800	10,800	N/A	NI 45-106 section 2.3 2016-05-31	\$10,800
BMO Nesbitt Burns 1 First Canadian Place, B-1 Level, CAGE, Toronto, ON, M5X 1H3 416-552-7163	R	\$1,000	1,000	N/A	NI 45-106 section 2.3 2016-05-31	\$1,000
RBC Dominion Securities Inc., P.O. Box 50, Royal Bank Plaza, Toronto, ON M5J 2W7 Mary Madore, (416) 842-8246	R	\$1,000	1,000	N/A	NI 45-106 section 2.3 2016-05-31	\$1,000
			158,900			

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.