

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Viper Gold Ltd. ("Viper Gold" or the "Company")
25 Wakem Court
Whitby, Ontario L1P 1T8

Item 2. Date of Material Change

July 10, 2013

Item 3. News Release

On July 10, 2013, a press release relating to the material change was issued and disseminated through the services of Marketwired.

Item 4. Summary Of Material Change

On July 10, 2013, Viper Gold announced that it had closed its private placement of 5,500,000 units (each, a "**Unit**") at a price of \$0.01 per Unit for total gross proceeds of \$55,000 (the "**Offering**"). Each Unit consists of one common share in the capital of the Corporation (a "**Common Share**") and one Common Share purchase warrant (a "**Warrant**"), with each Warrant exercisable at a price of \$0.05 until July 10, 2014 and thereafter at a price of \$0.10 until July 10, 2015.

Item 5. Full Description Of Material Change

On July 10, 2013, Viper Gold announced that it had closed its private placement of 5,500,000 Units at a price of \$0.01 per Unit for total gross proceeds of \$55,000. Each Unit consists of one Common Share and one Warrant, each exercisable at a price of \$0.05 until July 10, 2014 and thereafter at a price of \$0.10 until July 10, 2015.

In conjunction with the Offering, the Company paid to arm's length finders fees in the aggregate amount of \$4,500 in cash and 450,000 finder's share purchase warrants, issued on the same terms as the Offering Warrants.

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

Not applicable.

Item 7. Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8. Executive Officer

The name and business telephone number of an executive officer of the Company who is knowledgeable about the material change and this report and who may be contacted in connection with this report is Paul C. Davis, President and Chief Executive Officer, at (416) 915-4284.

Item 9. Date of Report

July 19, 2013.