

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Viper Gold Ltd. ("**Viper**" or the "**Company**")
c/o 3700, 400 Third Avenue SW
Calgary, Alberta T2P 4H2

Item 2. Date of Material Change

August 15, 2014

Item 3. News Release

On August 14, 2014, a press release relating to the material change was issued and disseminated through the services of Marketwired.

Item 4. Summary Of Material Change

Effective the opening of trading on August 15, 2014, Viper's stock exchange listing will be transferred to the TSX Venture Exchange's (the "**TSXV**") NEX board ("**NEX**") as a result of the Company having fallen below the TSXV's ongoing listing standards for Tier 2 issuers.

Item 5. Full Description Of Material Change

Viper has received notice from the TSXV that effective the opening of trading on August 15, 2014, Viper's stock exchange listing will be transferred to the NEX board as a result of the Company having fallen below the TSXV's ongoing listing standards for Tier 2 issuers. The Company's common shares will trade under the symbol VPR.H.

NEX is a separate board of the TSXV designed to provide the support and visibility in a listing and trading environment tailored to companies that have ceased to carry on an active business.

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

Paul C. Davis, President and Chief Executive Officer, at (905) 767-9177.

Item 9. Date of Report

August 15, 2014.