

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

Item 1. Name and Address of Company

Augustine Ventures Inc. (the "Company")
10th Floor, 56 Temperance Street
Toronto, Ontario M5H 3V5

Item 2. Date of Material Change

November 13, 2012

Item 3. News Release

The Company issued a news release on November 13, 2012 via a Canadian news wire service, a copy of which has also been filed on SEDAR.

Item 4. Summary of Material Change

The Company announced and clarified recent changes in its outstanding capital.

Item 5. Full Description of Material Change

The Company announced and clarified recent changes in its outstanding capital:

(a) Pursuant to an extension recently negotiated with Citabar Limited Partnership ("Citabar") whereby the date to have spent a total \$2,000,000 in eligible expenditures on its Wawa Gold Project (of which approximately \$1,250,000 has been spent to date) was extended to June 30, 2013 for consideration of the issuance of 500,000 common shares of the Company to Citabar (see the Company's news release of October 30, 2012), the Company has now issued the said 500,000 shares to Citabar as well as the most recent instalment of 250,000 shares due on or before November 10, 2012 pursuant to the property option agreement;

(b) Of the 185,000 stock options to purchase common shares of the Company at \$0.10 per share to expire on November 11, 2012, an officer of the Company exercised his 50,000 options to purchase common shares for \$5,000 cash; the remainder of these options granted to other persons expired unexercised; and

(c) Of the 2,639,290 outstanding warrants issued on November 1, 2010 to purchase common shares of the Company at their exercise price of \$0.20, all such warrants had expired unexercised on November 1 2012.

After giving effect to the above, the Company's issued and outstanding capital is now as follows:

Common shares issued	33,376,790
Stock options	3,307,500
Warrants	14,595,625
Agent options	1,152,500
Fully diluted	53,584,915

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

N/A

Item 7. Omitted Information

N/A

Item 8. Executive Officer

The following executive officer of the Company is knowledgeable about the material change and this report and may be contacted at:

Robert (Bob) Dodds
President & CEO
Phone: (416) 363-2528 x230
Email: news@augustineventures.com

The foregoing accurately discloses the material change referred to herein.

Dated this 16th day of November, 2012.

Augustine Ventures Inc.

"John V. Tokarsky"

John V. Tokarsky
Secretary