FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Sutter Gold Mining Inc.
165 So Union Blvd, Ste. 565
Lakewood, CO, USA
80228

(the "Company")

Item 2 Date of Material Change

September 14, 2009 and September 30, 2009.

Item 3 News Release

The news release was disseminated on September 30, 2009 through Grove Communications Inc.

Item 4 Summary of Material Change

The Company is pleased to announce the appointment of Mr. Matt Collins as Chief Operating Officer effective September 14, 2009.

Also, Sutter announces that Mr. Clayr Alexander has resigned his position as President, CEO and Director, effective immediately. Mr. James Crombie, Director, has been appointed as interim President and CEO until a suitable replacement is hired.

Item 5 Full Description of Material Change

5.1 - Full Description of Material Change

Please see the news release of September 30, 2009 attached.

5.2 - Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7 **Omitted Information**

Not applicable.

Item 8 **Executive Officer**

For further information, contact:

Robert Hutmacher, Chief Financial Officer
Telephone: 303 238 1438 ext. 22

Item 9 **Date of Report**

October 5, 2009

165 So Union Blvd, Ste. 565
Lakewood CO, USA 80228

Tel: 303 238 1438
Fax: 303 238 1724

NEWS RELEASE **FOR IMMEDIATE RELEASE: September 30, 2009**

SUTTER GOLD ANNOUNCES MANAGEMENT CHANGES

Appointment of COO – Appointment of Interim CEO

Vancouver, British Columbia, September 30, 2009. Sutter Gold Mining Inc. ("Sutter" or "SGM" or the "Company") (TSX Venture: SGM) is pleased to announce the appointment of Mr. Matt Collins as Chief Operating Officer effective September 14, 2009.

Mr. Collins is experienced evaluating and managing projects and developing mines. Most recently he was General Manager at Mount Royale Ventures for Global Minerals Ltd. where he was responsible for bringing the Cash and Who Do mines and Gold Hill Mill into production. His recent responsibilities included all mine-site operations together with mining, milling, exploration, assaying, safety, environmental, surveying, engineering, permitting, financial, purchasing, payroll, and pubic and human relations. He has prior senior management experience in the mining and construction industries and has provided engineering consulting services. His specialty is small scale, narrow underground mining well suited to Sutter Gold's Lincoln Project. Mr. Collins holds a B.Sc. degree in Mining Engineering from the Colorado School of Mines.

As a key member of Sutter's management team, Mr. Collins will be responsible for the oversight and management of Mine Development Associates' (MDA) NI 43-101 Geologic Audit and Preliminary Economic Assessment due in the Fourth Quarter 2009. Upon a positive production decision from the Board of Directors and the Company successfully raising capital, Mr. Collins will assume responsibility for the safe development, construction and operation of the SGM's Lincoln Project.

Also, Sutter announces that Mr. Clayr Alexander has resigned his position as President, CEO and Director, effective immediately. The Company thanks Mr. Alexander for his contribution during his tenure as President and CEO. Mr. James Crombie, Director, has been appointed as interim President and CEO until a suitable replacement is hired.

About Sutter
Sutter is a growth-oriented exploration and development company pursuing the goal of becoming an emerging gold producer.

Currently, the Company's primary focus is the evaluation and development of the Lincoln-Comet zone of the Lincoln Project located on the California Mother Lode Gold Belt in Amador County. The Lincoln-Comet and Keystone zones have a NI 43-101 compliant resource estimate (completed in February 2008) of 612,400 tonnes (673,600 tons) grading 11.3 g/t Au (0.33 oz/ton) containing 223,000 ounces of gold and Inferred Resources of 2,161,700 tonnes (2,377,900 tons) grading 6.6 g/t Au (0.19 oz/ton) containing 458,900 ounces of gold.

SGM currently controls over three miles of the Mother Lode, with 90% of the property still unexplored. Potential exists at depth on the known mineralized zones on both the footwall and hanging wall of the Mother Lode, and on the Melones Fault, which is the principal regional structure of the Mother Lode that exists on the eastern portion of SGM's property and mineral holdings.

In Mexico, SGM holds the rights to the geologically similar, high-grade El Alamo district of northern Baja, where historic mining to the water table produced mined grades of 30 to 60 g/t gold. Initial exploration with its joint-venture partner, Premier Gold, has demonstrated the extension of high-grade veins.

ON BEHALF OF THE BOARD OF DIRECTORS:
James Crombie, President, CEO & Director
Sutter Gold Mining Inc.

For further information please contact:

Robert Hutmacher, Chief Financial Officer at 303 238 1438 ext. 22
Email: bhutmacher@suttergoldmining.com
Website at www.suttergoldmining.com

FORWARD LOOKING STATEMENTS

This release contains "forward-looking statements" within the meaning of applicable Canadian securities legislation, including predictions, projections and forecasts. Forward-looking statements include, but are not limited to, statements that address activities, events or developments that the Company expects or anticipates will or may occur in the future, including such things as future business strategy, competitive strengths, goals, expansion, growth of the Company's businesses, operations, plans and with respect to exploration results, the timing and success of exploration activities generally, permitting time lines, government regulation of exploration and mining operations, environmental risks, title disputes or claims, limitations on insurance coverage, timing and possible outcome of any pending litigation and timing and results of future resource estimates or future economic studies.

Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "planning", "planned", "expects" or "looking forward", "does not expect", "continues", "scheduled", "estimates", "forecasts", "intends", "potential", "anticipates", "does not anticipate", or "belief", or describes a "goal", or variation of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved.