FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

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

(the "Company")

Item 2 Date of Material Change

July 3, 2013

Item 3 News Release

The news release was disseminated on July 3, 2013 through Tigri Communications Inc.

Item 4 Summary of Material Change

The Company announced the implementation of several cost-cutting measures in response to recent gold market volatility and uncertainty in financing markets. RMB Australia Holdings Limited ("RMB" or the "Lender"), which has funded development and construction costs at Sutter's Lincoln Mine Project in the California Mother Lode for the past five years and continues to do so, requested cost reductions as a condition of further funding under the extension and increase of the bridge loan announced on May 23, 2013. An affiliate of RMB is also a 48% shareholder of Sutter Gold's common shares.

The Company implemented immediate changes to senior management, reduction of mine-site workforce, and refined the Lincoln Project development plan. The immediate effect of these changes will be to reduce ongoing costs and to focus the remaining workforce at the mine site on completion of specific, well defined capital projects. Mr. Richard A. Winters was appointed interim President and CEO, replacing Dr. Leanne Baker. The Board also thanked Mr. Matthew Collins for his efforts as Chief Operating Officer.

Item 5 Full Description of Material Change

5.1 - Full Description of Material Change

Please see the news release of July 3, 2013 attached.

5.2 - Disclosure for Restructuring Transactions

Not applicable

Item 6 Reliance on subsection 7.1(2) 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

July 4, 2013

NEWS RELEASE FOR IMMEDIATE RELEASE: July 3, 2013

SUTTER GOLD IMPLEMENTS COST CUTTING MEASURES AND PROVIDES DEVELOPMENT UPDATE

Vancouver, British Columbia (July 3, 2013) - Sutter Gold Mining Inc. (SGM:TSX-V) (SGMNF:OTCQX) ("Sutter" or the "Company") announces the implementation of several cost-cutting measures in response to recent gold market volatility and uncertainty in financing markets. RMB Australia Holdings Limited ("RMB" or the "Lender"), which has funded development and construction costs at Sutter's Lincoln Mine Project in the California Mother Lode for the past five years and continues to do so, requested cost reductions as a condition of further funding under the extension and increase of the bridge loan announced on May 23, 2013. An affiliate of RMB is also a 48% shareholder of Sutter Gold's common shares.

Sutter has implemented immediate changes to senior management, reduction of mine-site workforce, and refined the Lincoln Project development plan. The immediate effect of these changes will be to reduce ongoing costs and to focus the remaining workforce at the mine site on completion of specific, well defined capital projects.

Management Changes (effective July 1, 2013):

> Mr. Richard A. Winters, President of RMB Resources Inc. and a Director of Sutter since July 2008, has been appointed Interim President and CEO. RMB Resources, the wholly-owned resource merchant banking division of the FirstRand Group of South Africa, provides equity and debt financing to small and mid-sized resource companies globally outside South Africa.
>
> The Board of Directors wishes to thank Dr. Leanne Baker, who served as President and CEO since November 2011, for her efforts as CEO during her tenure. She will continue as a member of the Board.
>
> The Board would also like to thank Mr. Matthew Collins for his efforts as Chief Operating Officer since September 2009.

The Board of Directors was also recently re-appointed at the AGM by the shareholders and is comprised of Mr. Mark T. Brown (Chairman), Dr. Leanne Baker, Mr. James Crombie, Mr. David Fennell, Mr. Allen Winters and Mr. Richard Winters. Mr. Robert Hutmacher has been re-appointed as Chief Financial Officer.

Workforce Reductions

Approximately one-third of the current staff positions have been eliminated at the Lincoln Mine site. The remaining personnel will continue with execution of the next phase of planned development at the Project.

"These decisions were difficult but prudent in the current market environment," said Chairman Mark Brown. "Our Board of Directors and financial team are working with Mr. Winters and RMB to ensure that the Lincoln Mine Project has the best long-term chance of success. We will continue to take actions that support the most cost-effective ways of moving the project forward and to make decisions that are in the best interests of all of our shareholders."

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Reduction in Interest Rate on Short Term Credit Facility

In concert with the Company's cost cutting efforts, RMB has agreed to reduce the interest rate on the existing Secured, Short Term Credit Facility (see press release of May 23, 2012). Beginning July 1, 2013, the interest rate on the Facility will be reduced from Libor plus 15%p.a. to Libor plus 10%p.a. This measure will reduce interest burden and direct increased funding for the next phase of development at the Lincoln Project.

Development Update

As a result of these actions, RMB has agreed to continue funding the next phase of development at the Lincoln Project. This phase of work involves final close out of the outstanding building permits on the surface facilities, including the administration and shop building, mill, sand barn and tailings thickener. The mill, currently 95% complete, will be completed and commissioned with the processing of approximately 1,500 tons of mined material currently stockpiled at the mill and 1,500 tons of new mined material forecast to be produced from continuing underground development. Revenues generated from the mill commissioning will be used to partially offset ongoing development costs.

Underground development will resume in the near term. The plan for this next phase of underground development will involve approximately 1,850 feet of underground development. The object of the plan is to develop the mine sufficiently in order to:

- Achieve regulatory compliance for production mining operations with the completion of raise work required for the establishment of secondary egress as well as ventilation; and
- Allow access to and mining of the initial stope panels as well as enhance the deposit model through the additional exposure of the ore body.

Sutter personnel will execute the planned work on the surface facilities while underground development will be executed by Mining Construction Inc., the local mining contractor that has performed all prior development and mining at the Lincoln Project. All work contemplated under this phase of development is scheduled to be completed by the end of October 2013, following which subsequent work plans will be assessed and decided upon.

Rick Winters, interim President and CEO, commented, "These cost cutting measures and focused, objective driven ongoing development reflect a required, higher level of discipline in managing the Lincoln Project's advancement going forward. The core team of professionals at the Project are capable and committed to the efficient execution of the next phase of work and the success of the Lincoln Mine. The actions and continued funding by RMB is a significant indication of the strong support from our lender and major shareholder in the current, extremely difficult junior mining sector."

About Sutter

Sutter has two projects: the Lincoln Project located in Amador County, on the California Mother Lode Gold Belt, and the Santa Theresa Project located in the Northern Baja region of Mexico. Currently, the Company is completing the mill construction and underground development of the Lincoln Mine Project, beginning with the shallow portion of the Lincoln-Comet ore zone. The Lincoln-Comet and Keystone zones have a NI 43-101 compliant Indicated Resource estimate (completed in February 2008). Sutter currently controls approximately 3.6 miles of the Mother Lode of Amador County, with 90% of the property still unexplored.

In Mexico, Sutter holds the rights to the geologically similar, high-grade El Alamo district of northern Baja.

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For further information, please contact:

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Forward-Looking Statements
This news release contains "forward-looking information" under Canadian securities law. Any information that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, using words such as "expect", "anticipate", "believe", "plans", "estimate", "scheduling", "projected" or variations thereof or stating that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved, or the negative of any of these terms and similar expressions) are not statements of historical fact and may be forward-looking information. Forward-looking information relates to, among other things: the price of silver and gold; the accuracy of mineral resource and mineral reserve estimates; the ability of the Company to finance its operations and capital expenditures; future financial and operating performance including estimates of the Company's revenues and capital expenditures and estimated production.

Forward-looking information is subject to a variety of known and unknown risks, uncertainties and other factors that could cause actual events or results to differ from those reflected in the forward-looking information, including, without limitation, risks relating to: fluctuating commodity prices; calculation of resources, reserves and mineralization and precious and base metal recovery; interpretations and assumptions of mineral resource and mineral reserve estimates; exploration and development programs; feasibility and engineering reports; permits and licenses; title to properties; recent market events and conditions; economic factors affecting the Company; timing, estimated amount, capital and operating expenditures and economic returns of future production; operations and political conditions; environmental risks; and risks and hazards of mining operations. This list is not exhaustive of the factors that may affect any of the Company's forward-looking information. Forward-looking information about the future is inherently uncertain, and actual achievements of the Company or other future events or conditions may differ materially from those reflected in the forward-looking information due to a variety of risks, uncertainties and other factors. Although the Company has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that cause results not to be as anticipated, estimated, described or intended. Accordingly, readers should not place undue reliance on forward-looking statements or information. The Company's forward-looking information is based on the assumptions, beliefs, expectations and opinions of management as of the date of this press release, and other than as required by applicable securities laws, the Company does not assume any obligation to update forward-looking statements and information if circumstances or management's assumptions, beliefs, expectations or opinions should change, or changes in any other events affecting such statements or information. For the reasons set forth above, investors should not place undue reliance on forward-looking information.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

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