

**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

December 23, 2013

Item 3 News Release

The news release was disseminated on December 23, 2013 through Tigri Communications Inc.

Item 4 Summary of Material Change

On December 23, 2013, the Company announced that it had entered into an agreement for a restructured Senior Secured Term Loan Facility (the “SSTLF”) with RMB Australia Holdings Limited (“RMBAH”). The new SSTLF will replace the current Pre Paid Gold Facility between the Company and RMBAH, dated July 14, 2011, and the Bridge Loan Facility, dated October 18, 2012, as amended and restated. The SSTLF is subject to the approval of the TSX Venture Exchange.

Item 5 Full Description of Material Change

5.1 - Full Description of Material Change

Please see the news release of December 23, 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

December 30, 2013



NEWS RELEASE

FOR IMMEDIATE RELEASE: December 23, 2013

**SUTTER GOLD MINING INC. FAVORABLY RESTRUCTURES ITS DEBT OBLIGATIONS
AND PROVIDES PROJECT UPDATE**

Vancouver, British Columbia (December 23, 2013) - Sutter Gold Mining Inc. (SGM:TSX-V) (SGMNF:OTCQX) ("Sutter or the "Company") announces that it has entered into an agreement for a restructured Senior Secured Term Loan Facility (the "SSTLF") with RMB Australia Holdings Limited ("RMBAH"). The new SSTLF will replace the current Pre Paid Gold Facility (the "PPGF") between SGM and RMBAH, dated July 14, 2011, and the Bridge Loan Facility (the "BLF"), dated October 18, 2012, as amended and restated (together as the "Facilities").

Key terms and conditions of the SSTLF include the following:

- The existing forward positions associated with the PPGF have been closed out at market according to the close out protocol agreed between the Company and RMBAH with the resulting marked-to-market value of the PPGF obligations forming part of the principal amount to be restructured in the SSTLF. The PPGF refinancing amount is \$17.05 million.
- The BLF principal of \$19.97million will be refinanced as additional principal under the SSTLF.
- The total amount available under the SSTLF will be \$40M for the purpose of repaying amounts owing under the PPGF close out and BLF and for continued development of the Lincoln Project and general corporate purposes.
- The SSTLF will bear interest at Libor plus 5% per annum payable quarterly beginning March 31, 2014 and continuing until repayment of the SSTF.
- Scheduled principal repayments of the SSTLF will commence December 31, 2014 on a quarterly basis through March 31, 2018.
- Mandatory pre-payments of the SSTLF will be made equal to 75% of the available free cash flow after all Project and corporate costs, interest and scheduled repayments on a quarterly basis.
- The SSTF may also be pre-paid by the Company at any time without penalty in part or in whole.
- Upon commencement of commercial production the Company may enter into gold hedging arrangements with RMBAH at its discretion over a maximum of 60% of forecast production over the term of the SSTF.

The key benefits of restructuring the PPGF are to crystallize and reduce the obligations of the Company in a transparent manner, with the marked-to-market value at close \$2.95 million less than the nominal \$20 million borrowed at inception under the PPGF. The close out of the PPGF allows for all future production to be sold at spot rather than at a blend of the \$941/oz delivery price under the PPGF and the spot price. This improves expected cash flow for debt service and allows for the consideration of new hedging at a higher price point that would provide a greater degree of downside gold price protection during debt repayment. In addition, the SSTLF reduces the interest rate on funds borrowed under the BLF from Libor plus 10% to Libor plus 5%.

The SSTLF is subject to the approval of the TSX Venture Exchange.



Project Update

Underground development associated with the most recent work program (see press release of July 3, 2013) was completed in November, ahead of schedule and on budget. The development completed the lateral and vertical development required to establish secondary egress from the mine to achieve regulatory compliance allowing for production mining. Additional development on the 900, 1000 and 1100 levels exposed key mineralized veins improving the Project geological models and reducing geologic risk as well as providing enhanced information for detailed mine planning and additional development required for access and commencement of production mining from initial mining panels.

Progress at the mill was hampered by poor design elements, inappropriate equipment selection and improper installations made apparent from the processing of approximately 400 tons of stockpiled mineralized material. Process and metallurgical consultants were engaged to assess these issues and made several recommendations that have been implemented with respect to changes in the process flow sheet, select new equipment and improved operating protocol and procedure. Mill operation has recommenced and the process of commissioning the milling facilities for production is underway.

The Company is finalizing the budget and programs for the next phase of work at the Lincoln Project. This work program will entail:

- The additional underground development required to allow for the commencement of production from mining panels between 900 and 1000 level and between the 1030 sublevel and the 1100 level;
- Processing of 3,000 to 3,500 tons of mineralized material stockpiles to identify and correct any remaining bottlenecks, optimize mill operations, complete commissioning of the processing facilities for production and generate revenue from the gravity and flotation circuits; and
- Complete detailed mine planning for the first 12 months of mine production and revisit the life of mine plan as appropriate with the additional information generated from the recently completed mine development and the detailed mine plan for the first year of mine production.

The work plan is scheduled for completion by the end of March 2014 with an overall objective of having the mine and mill in a position to commence mining and milling operations.

Rick Winters, interim President and CEO, commented, "We are pleased with the continued support of the Company and Project by RMB in refinancing our existing obligation on favorable terms and providing continuing funding to move forward with our next phase of work. We have been very pleased with the underground development we have completed and have an improved understanding of our principal veins and our approach to continued development and mining. The issues we experienced as we began running the mill were more troublesome than we expected, though we are confident we have identified the problems and bottlenecks and addressed them to allow for sustained processing of our existing stockpiles and commissioning of the processing facilities over the next three months. Fortunately, a fundamental positive for the Project is excellent metallurgy, as demonstrated from nearly 8 million ounces produced historically and extensive test work that has been completed for the Project. We look forward to generating initial revenue in the first quarter of 2014 as we execute our next work program, and plan on having the Project in a position to be able to commence production at its conclusion."

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.

For further information, please contact:

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Website: www.suttergoldmining.com

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: repayment schedule of SSTFL; use of proceeds; benefits of restructuring; budget and work programs; estimated completion date of work program; and 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.