MATERIAL CHANGE REPORT

ITEM 1 Name and Address of Company:

St. Eugene Mining Corporation Limited ("**St. Eugene**" or the "**Company**")
80 Richmond Street West, Suite 804
Toronto, Ontario, M5H 2A4

ITEM 2 Date of Material Change:

April 20, 2011

ITEM 3 News Release:

A press release in connection with the material change was issued on Canadian newswires and filed on www.sedar.com under the Company's profile on April 20, 2011, a copy of which is annexed hereto as Schedule "A".

ITEM 4 Summary of Material Change:

The material change is summarized in the press release annexed hereto as Schedule "A".

ITEM 5 Full Description of Material Change:

A full description of the material change is provided in the press release referenced in Item 4 above and annexed hereto as Schedule "A".

ITEM 6 Reliance on Subsection 7.1(2) of National Instrument 51-102:

The report is not being filed on in reliance on subsection 7.1(2) of National Instrument 51-102.

ITEM 7 Omitted Information:

No significant information has been omitted.

ITEM 8 Executive Officer:

Jennifer Boyle
Chief Executive Officer
(T) 647-344-3158 (C) 416-904-2714

ITEM 9 Date of Report:

May 24, 2011

SCHEDULE "A"

PRESS RELEASE

ST. EUGENE COMPLETES DIAMOND DRILLING PROGRAM AT AMISK GOLD PROJECT AND APPOINTS OFFICERS

Toronto, Ontario. April 20, 2011: St. Eugene Mining Corporation Limited (SEM:TSXV) ("St. Eugene" or the "Company") is pleased to announce the completion of a 3,200 meter (8 holes) diamond drilling campaign at its advanced-stage Amisk Gold Project, a joint venture with Claude Resources Inc. (TSX:CRJ), located at the westerly tip of the prolific Flin Flon Greenstone Belt, Saskatchewan.

The focus of the drilling campaign had three (3) objectives, namely:

- further testing of the limits of the mineralized footprint north of the current pit outline;
- targeting depth extension below the pit bottom (2 holes, 800 meters); and
- infill drilling to evaluate potential upgrade of categories in the resource estimate completed by SRK Consulting (Canada) Inc. (announced February 17, 2011 and April 5, 2011).

Assays are pending and will be released once received and Claude Resources, operator of the 65/35 joint venture, has completed applicable quality control procedures.

The Company further announces that it has appointed Dr. Tania Ilieva, P. Geo., as Vice President, Exploration, and has appointed Ms. Carlissa De Rose as Executive Vice President.

Dr. Ilieva is currently the Vice President, Exploration of Takara Resources Inc. and has managed exploration projects both in Canada and internationally, including Bulgaria, Armenia, and Brazil. Her expertise is primarily in gold, however, Dr. Ilieva also has specific experience with silver, base metals and lithium. Dr. Ilieva has also worked with geological consulting firms such as Watts, Griffis and McQuatt Ltd. and Caracle Creek International Consulting Inc.

Ms. De Rose, B.Sc., has several years experience in operating the business administrative component for publicly traded junior exploration and development companies, particularly as it relates to Corporate Finance, Compliance, Operations, Governance, and Business Development.

Lastly, St. Eugene announces the granting of an aggregate 445,000 incentive stock options to officers, consultants, and employees. These stock options are exercisable at a price of $0.20 per share for a period of 5 years.

Wes Hanson, P.Geo., is the Qualified Person who has reviewed and approved the contents of this news release for and on behalf of St. Eugene. Brian Skanderberg, P.Geo., M.Sc., Claude's Vice-President Exploration, is the Qualified Person who has reviewed and approved the contents of this news release for and on behalf of Claude.

FOR FURTHER INFORMATION, PLEASE CONTACT:

Jennifer L. Boyle, B.A., LL.B. Chief Executive Officer St. Eugene Mining Corporation Limited T: (647) 344.3158 C: (416) 904.2714 E: jennifer@capexgroupinc.com	**Wes Hanson, P. Geo.** Chairman of the Board St. Eugene Mining Corporation Limited T: (647) 344.3158 E: wes.hanson@me.com

CAUTION REGARDING FORWARD-LOOKING INFORMATION

This news release of St. Eugene contains statements that constitute "forward-looking statements." Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause St. Eugene's actual results, performance or achievements, or developments in the industry to differ materially from the anticipated results, performance or achievements expressed or implied by such forward-looking statements. Forward looking statements are statements that are not historical facts and are generally, but not always, identified by the words "expects," "plans," "anticipates," "believes," "intends," "estimates," "projects," "potential" and similar expressions, or that events or conditions "will," "would," "may," "could" or "should" occur. Forward-looking statements in this document include statements regarding St. Eugene's expectations regarding ownership, entitlements, drilling and exploration activities on properties in which St. Eugene has, or believes it has an interest. There can be no assurance that such statements will prove to be accurate. Actual results and future events could differ materially from those anticipated in such statements, and readers are cautioned not to place undue reliance on these forward-looking statements. Any factor could cause actual results to differ materially from St. Eugene's expectations. St. Eugene undertakes no obligation to update these forward-looking statements in the event that management's beliefs, estimates or opinions, or other factors, should change, unless otherwise required by law.