MATERIAL CHANGE REPORT

FORM 51-102F3

1. Name and Address of Company

State the full name or your company and the address of its principal office in Canada.

Morgain Minerals Inc. (“Morgain” or the “Company”)
Suite 1550, 625 Howe Street
Vancouver, BC V6C 2T6

2. Date of Material Changes

State the date of the material change. August 20, 2007

3. News Release

The news release dated August 20, 2007 was filed with the TSX Venture Exchange and the British Columbia, Alberta and Ontario Securities Commissions via SEDAR and disseminated through CCN Matthews, Canada Stockwatch and Market News.

4. Summary of Material Change

Provide a brief but accurate summary of the nature and substance of the material change.

Morgain and Aurogin Resources Ltd**.** announced that their shareholders have voted overwhelmingly to approve the amalgamation of the companies under the terms and conditions contained in the Joint Information Circular dated July 18, 2007, and to adopt the Board recommended stock option plan.

At a meeting of Aurogin shareholders held Friday, August 17, 2007, the amalgamation was approved by 97% of the votes cast representing 43% of Aurogin’s outstanding shares. At a meeting of Morgain shareholders held later that day, the amalgamation was approved by 99% of the votes cast representing 30% of Morgain’s outstanding shares.

The TSX Venture Exchange has conditionally accepted the amalgamation.

5. Full Description of Material Change

Reference the Morgain / Aurogin joint news release dated August 20, 2007 herein.

6. Reliance on Section 7.1(2) or (3) of National Instrument 51-102

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

Give the name and business telephone number of an executive officer of your company who is knowledgeable about the material change and the Report, or the name of an officer through whom such executive officer may be contacted.

Christopher E. Babcock
President
Tel: 604-643-1727

9. Date of Report

DATED at Vancouver, B.C., this 20th day of August, 2007.

MORGAIN MINERALS INC.

/s/ Sharon L. Fleming

Sharon L. Fleming
Corporate Secretary

AUROGIN AND MORGAIN SHAREHOLDERS VOTE OVERWHELMINGLY IN FAVOUR TO APPROVE AMALGAMATION TO FORM "CASTLE GOLD CORPORATION"

Toronto, ON, August 20, 2007 – Further to their joint news releases dated March 5th and July 18, 2007, **Aurogin Resources Ltd. ("Aurogin") (TSX-V: AUQ)** and **Morgain Minerals Inc. ("Morgain") (TSX-V: MGM)** are pleased to announce that their shareholders have voted overwhelmingly to approve the amalgamation of the companies under the terms and conditions contained in the Joint Information Circular dated July 18, 2007, and to adopt the Board recommended stock option plan. At a meeting of Aurogin shareholders held Friday, August 17, 2007, the amalgamation was approved by 97% of the votes cast representing 43% of Aurogin's outstanding shares. At a meeting of Morgain shareholders held later that day, the amalgamation was approved by 99% of the votes cast representing 30% of Morgain's outstanding shares. The TSX Venture Exchange (the "TSX-V") has conditionally accepted the amalgamation.

The amalgamation is expected to close on or before August 29, 2007 and will create a new corporation, ***Castle Gold Corporation*** ("Castle Gold"), which subject to final acceptance by the TSX-V, will begin trading in approximately 7 to 10 days under the trading symbol **"CSG"**. Shareholders of Aurogin will receive one (1) common share of Castle Gold for each two (2) Aurogin shares held immediately prior to the date on which the transaction becomes effective, and shareholders of Morgain will also receive one (1) common share of Castle Gold for each two (2) Morgain common shares held. Upon completion of the amalgamation, shareholders of Aurogin and Morgain will received a Letter of Transmittal setting out the procedure to be followed in order to exchange their share certificates for certificates representing shares of Castle Gold.

"This marks an historic moment for Aurogin and Morgain shareholders. Their overwhelming support ushers in the creation of a new gold producer, ultimately aimed at filling a growing void in the intermediate producer sector," said Christopher E. Babcock, soon to be President and CEO of Castle Gold. "Our organization will have increased reserves and resources, geographical synergies, a stronger mine-building team and a management team committed to focusing its efforts on growing shareholder value in both the near- and long-term."

"The unquestionable support from the shareholders of both companies clearly demonstrates their enthusiasm towards the creation of Castle Gold," said John H. Paterson, President and CEO of Aurogin. "Aurogin shareholders are gaining access to both a tremendous team at Morgain and to an excellent asset with a 12 year mine life at El Castillo."

Castle Gold will jointly operate and own 50% of the El Sastre gold mine in Guatamala and operate the 100% owned El Castillo gold mine in Mexico. In addition, Castle Gold will continue work on the La Fortuna property in Mexico with the goal of producing a National Instrument 43-101 compliant resource aimed at advancing the property towards production. Work will also continue on various other mining properties with the goal of increasing resources and creating additional shareholder value.

ON BEHALF OF AUROGIN RESOURCES LTD.	ON BEHALF OF MORGAIN MINERALS INC.
John H. Paterson	*Christopher E. Babcock*
President and Chief Executive Officer	President and Chief Executive Officer

For further information about Aurogin contact:	**For further information about Morgain contact:**
John Paterson, President & CEO (416) 931-7215	Court Babcock, Investor Relations (604) 643-1727
Rick Adams, VP Corporate Development (416) 214-4809	Coal Harbour Communications Inc.(604) 662-4505
Website: www.aurogin.com E-mail: info@aurogin.com	or Toll-free 1-877-642-6200
Issued: 66,561,387 common shares	Website: www.morgainminerals.com
	Issued: 72,629,908 common shares

CAUTION REGARDING FORWARD LOOKING STATEMENTS:
The technical and pre-feasibility reports referred to above contain "forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995 and applicable Canadian securities legislation. Forward-looking statements include, but are not limited to, statements with respect to the future price of metals, timing of exploration activities, mine life, economic viability and estimated internal rate of return, estimation of mineral resources, the results of drilling, estimated future capital and operating costs, future stripping ratios, projected mineral recovery rates and plans for developing, the projects. Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "can", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the companies to be materially different from those expressed or implied by such forward-looking statements, including but not limited to: risks related to the exploration and potential development of the projects, risks related to international operations, the actual results of current exploration activities, conclusions of economic evaluations, changes in project parameters as plans continue to be refined, future prices of metals. Although the companies have attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The companies do not undertake to update any forward-looking statements that are incorporated by reference herein, except in accordance with applicable securities laws.