

**FORM 51-102F3
MATERIAL CHANGE REPORT**

1. Name and Address of Company:

St. Augustine Gold and Copper Limited ("St. Augustine")
400 S. Jefferson, Suite 202
Spokane, WA
99204

2. Date of Material Change:

June 11, 2012

3. News Release:

A press release reporting the material change was issued on June 11, 2012 via Marketwire.

4. Summary of Material Change:

On June 1, 2012, St. Augustine Services Inc. ("SASI"), a subsidiary of St. Augustine, signed a Memorandum of Agreement ("MOA") with the Technical Education and Skills Development Authority ("TESDA") of the Philippines, the first MOA for a mining company. TESDA will both facilitate and participate in the conduct of workforce training for the King-king project (the "Project") through construction and operation.

5. Full Description of Material Change:

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Secretary and TESDA Director-General Joel Villanueva and SASI President and Chief Executive Officer Andy Russell both signed the MOA at the TESDA central office in Taguig City. The MOA sets in motion detailed plans jointly developed over the previous year to prepare the local Mindanao work force in Pantukan and Compostela Valley to move the project into the development phase, pending approval of the submitted Declaration of Mine Project Feasibility ("DMPF") application. As previously announced, the DMPF application was submitted in May of this year, ahead of schedule. The DMPF application currently resides with the Department of Environment and Natural Resources' ("DENR") Mines and the Geosciences Bureau ("MGB").

Secretary Villanueva, a cabinet appointee of President Benigno Aquino, leads TESDA as the organization works towards meeting the high demand for a technically skilled labor force. Tom Henderson, the Company's Chief Operating Officer stated, "The Secretary's prior experience as a three time congressman and Secretary General of the regional anti-corruption body, Southeast Asia Parliamentarians Against Corruption ("SEAPAC"), and his consistent involvement with SASI was pivotal in this achievement of another important Project milestone."

TESDA maintains more than 200 training assessments and courses with certification for those who complete the training. SASI intends to utilize at least 70 of the established courses and partner with TESDA to develop and register additional training courses for the mining industry.

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

Not applicable.

7. **Omitted Information:**

Not applicable.

8. **Executive Officer:**

For further information, please contact:

Andrew Russell, CEO and Director

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Email: info@sagcmining.com

9. **Date of Report:**

June 12, 2012