FORM 51-102F3
MATERIAL CHANGE REPORT

1. Name and Address of Corporation:

St. Augustine Gold and Copper Ltd. ("St. Augustine" or the "Company")
601 West Main Avenue, Suite 600
Spokane, WA
99201

2. Date of Material Change:

November 9, 2012

3. News Release:

A press release disclosing the material change was disseminated through Marketwire on November 9, 2012.

4. Summary of Material Change:

St. Augustine announced several updates of interest to investors and shareholders on its progress and the status of its King-king Copper-Gold Project, Philippines.

5.1 Full Description of Material Change:

St. Augustine announced several updates of interest to investors and shareholders on its progress and the status of its King-king Copper-Gold Project, Philippines.

King-king highlights are:

- High grade production for the first five years of full production at 0.802% equivalent copper or 1.250 g/t equivalent gold (0.397% copper and 0.597 g/t gold) based on 2.50/lb. copper and $1100 / oz. gold prices;
- Average annual production of 267 million lbs. of copper and 395,000 oz. of gold for the first five years of full production;
- Low strip ratio of 0.82 for the first five years and 1.07 life of mine;
- Significant exploration potential within the tenement as demonstrated by several exploration diamond drill holes, most notably hole DD-1, which intercepted 81 continuous meters averaging .44% total copper and .34 g/t gold (Company press release dated March 1, 2012); and
- Updates to feasibility and permitting schedules:
    - Completion of NI 43-101 compliant preliminary feasibility study (“PFS”) results by the end of the year; and

Philippine permitting process is expected to be completed by Q3 2013.

5.2 Disclosure for Restructuring Transactions

Not applicable.

6. Reliance on subsection 7.1(2) of National Instrument 51-102

The Company is not relying on 7.1(2) with respect to the disclosure contained in this material change report.

7. Omitted Information

No information has been omitted in this material change report on the basis that it is confidential information.

8. Executive Officer

Kristi Harvie, Manager Investor and Corporate Affairs of the Company, is knowledgeable about the material change described herein and may be reached at (509) 343-3193

9. Date of Report

November 13, 2012.