

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

1. Name and Address of Corporation:

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

2. Date of Material Change:

December 3, 2013

3. News Release:

A press release disclosing the material change was disseminated through Marketwire on December 3, 2013.

4. Summary of Material Change:

The Corporation announced today that it has received approval by its board and majority shareholders for the joint venture restructuring ("the Restructuring") that the Company had previously announced on October 15, 2013.

5. Full Description of Material Change:

- 5.1** The Corporation announced today that it has received approval by its board and majority shareholders for the joint venture restructuring ("the Restructuring") that the Company had previously announced on October 15, 2013. Its partner, Nationwide Development Corp. ("Nadecor") has also received approval from its board and shareholders to proceed with the transaction. The Restructuring is subject to approval from the Toronto Stock Exchange ("TSX"). The Restructuring will transfer the amount allowable under Philippine mining law of Nadecor's King-king Gold-Copper Project (the "Project") interest to a 39.96% equity interest in St. Augustine upon a successful transaction close (details of the restructuring are described below). The Company is relying upon written consents from shareholders holding more than 50% of the issued and outstanding shares of the Company, as contemplated in subsection 604(d) of the TSX company manual. As a result of this written majority shareholder approval, shareholders will not be required to vote on this matter at the upcoming Annual Meeting of Shareholders, to be held on December 16, 2013 in Spokane, Washington.

Terms of Restructuring:

The Restructuring involves the arms-length joint venture partners combining their interests in the King-king Project into one entity, that being the Company. The Restructuring would result in Nadecor shareholders, other than St. Augustine, being issued 324,568,751 shares of St. Augustine representing 66.54% of the current issued and outstanding shares, and 39.96% of the issued and outstanding shares post transaction, assuming no further shares are issued. Once approved, the Restructuring would result in St. Augustine holding a 100% interest in the joint venture milling company ("Milling Co") as well as assuming full responsibility for organizing Project financing. The structure of the joint venture mining company ("Mining Co") will see Nadecor owning 60% and St. Augustine owning 40% of Mining Co, in accordance with the nationality requirements under Philippine law. The relationship between Mining Co and Milling Co will see Mining Co selling ore to Milling Co pursuant to an ore sales agreement, as defined under Philippine mining law. Milling Co would process the ore and subsequently sell copper concentrate, gold concentrate, cathode copper and gold bullion. St. Augustine will continue to hold 25% of the issued and outstanding shares of Nadecor.

The parties will apply the following process to reach their Restructuring goal. First, St. Augustine will acquire from Nadecor all issued and outstanding shares of the Milling Co for debt in the sum of US\$32,456,875 which was calculated by multiplying 324,568,751 shares (a number equal to 39.96% of St. Augustine post-transaction) times US\$0.10. Nadecor will then dividend out this debt to its shareholders of record other than St. Augustine. St. Augustine will then offer to those Nadecor shareholders, pro rata on a private placement basis, for subscription at their option, 324,568,751 shares of the Company at an issue price of US\$0.10, which represents a 50% discount to market at the time the agreement was signed, and which can be satisfied by the return of the dividended debt. In the event 100% of those Nadecor shareholders subscribe, those shareholders of Nadecor will own approximately 40% in aggregate of St. Augustine, provided no additional shares of the Company are issued prior to the closing of the Restructuring transaction.

In accordance with TSX policy, which mandates that shareholder consent must be received when a company proposes a transaction in which it will issue more than 25% of its issued and outstanding stock or issue shares at a price less than the allowable discount to market, St. Augustine has received written approval for the Restructuring by more than 50% of its shareholders.

The closing of the Restructuring is also subject to approval by the Philippine authorities on the transfer of the mining concession (Mineral Production Sharing Agreement) from Nadecor to Mining Co, among other conditions.

Post-Transaction Shareholder Ownership

Control of St. Augustine will not be materially affected as a result of the Restructuring other than Russell Mining and Minerals, ULC, while remaining the largest shareholder, will hold less than 20% of the issued and outstanding shares. The following table represents those shareholders that will hold 10% or more of the issued and outstanding shares of the Company post-transaction:

Name of Shareholder	Number of shares currently held	Number of shares held post transaction	% of issued and outstanding shares on a non-diluted basis post transaction
Russell Mining and Minerals, ULC	144,000,000	144,000,000	17.7
Queensberry Mining and Development Corp.	102,718,500	117,205,909	14.4

Queensberry Mining and Development Corp. is the only current insider of St. Augustine that will receive shares on closing. It will receive approximately 14,487,409 shares based on its current 4.46% holding in Nadecor. As such, it was not eligible to provide written consent to this transaction.

Q3 2013 Results

St. Augustine also announced that it has filed its financial statements and management discussion and analysis (MD&A) for the quarter ended September 30, 2013 on www.sedar.com.

The King-King Copper-Gold Project

The King-king Copper-Gold Project is located in Compostela Valley in the Philippines, and is expected to recover 3.16B lbs. of copper and 5.43M oz. of gold over its 22 year mine life. According to the Preliminary Feasibility Study ("PFS") that was press released on September 18, 2013 and then filed on www.sedar.com on November 1, 2013, the Project has a pre-tax NPV of \$2.0 billion with an IRR of 24.8%. The mineral reserve amounts to 617.9 million tonnes at 0.300% total copper and 0.395 g/t gold.

The table below presents the mineral reserve for the King-king Project based on the mine and plant production schedules developed for the PFS.

Reserve Classification	Ktonnes	Tot Cu (%)	Sol Cu (%)	Gold (g/t)	NSR (US\$)
Proven Mineral Reserve					
Heap Leach Ore	17,791	0.340	0.197	0.132	16.53
Oxide Mill Ore	21,674	0.514	0.328	0.849	45.36
Sulfide Mill Ore	52,942	0.305	0.044	0.543	24.92
Low Grade Mill Ore	6,734	0.184	0.027	0.218	10.80
Total Proven Reserve	99,141	0.349	0.132	0.514	26.92
Probable Mineral Reserve					
Heap Leach Ore	77,373	0.305	0.172	0.145	14.81
Oxide Mill Ore	45,440	0.393	0.259	0.745	35.30
Sulfide Mill Ore	345,715	0.288	0.037	0.398	20.48
Low Grade Mill Ore	50,247	0.191	0.023	0.211	10.93
Total Probable Reserve	518,775	0.290	0.075	0.373	20.01
Proven/Probable Mineral Reserve					
Heap Leach Ore	95,164	0.311	0.177	0.143	15.13
Oxide Mill Ore	67,114	0.432	0.281	0.779	38.55
Sulfide Mill Ore	398,657	0.290	0.038	0.417	21.07
Low Grade Mill Ore	56,981	0.190	0.023	0.212	10.91
Total Prov/Prob Reserve	617,916	0.300	0.084	0.395	21.12

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

N/A

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

December 3, 2013.