FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

F.D.G Mining Inc. *(the "Company")*
Suite 404 – 815 Hornby Street
Vancouver, BC
V6Z 2E6

Item 2. Date of Material Change

November 8, 2011 and November 15, 2011

Item 3. News Release

The news release was issued on November 8, 2011 and disseminated by Filing Services Canada Inc.

Item 4. Summary of Material Change

The Company announced changes in officers and directors. Mit Tilkov has resigned as President, Chief Executive Officer and a director of the Company effective November 15, 2011. Daniel T. Farrell has been appointed as the Company's new President and Chief Executive Officer and a director effective November 15, 2011. As well, the Company announced the appointment of David St. Clair Dunn, P. Geo., as an additional director of the Company effective immediately.

Item 5. Full Description of Material Change

See attached Schedule "A".

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

This Report is not being filed on a confidential basis.

Item 7. Omitted Information

None.

Item 8. Executive Officer

For further information, please contact Donna Moroney, Corporate Secretary, Telephone: (604) 696-4236.

Item 9. Date of Report

November 11, 2011

Schedule “A”

Change of Directors and Officers

November 8, 2011 - Vancouver, B.C.: F.D.G. Mining Inc., FDG:V (the “**Company**”) announces that Mit Tilkov has resigned as President, Chief Executive Officer and a director of the Company effective November 15, 2011. The Company wishes to thank Mr. Tilkov for his contribution to the Company and wish him all the best for the future.

The Company is pleased to announce that Daniel T. Farrell has been appointed as the Company’s new President and Chief Executive Officer and a director effective November 15, 2011. Mr. Farrell has over 30 years experience in the natural resource sector and financial services industry. He was the co-founder, CEO and President of Quincy Energy Corp., a uranium exploration company that was acquired by Energy Metals Corp. in 2006 for approximately $65 million. Mr. Farrell later founded Zacoro Metals Corp., which had identified and developed a large polymetallic orebody in Zacatecas State, Mexico, that was subsequently acquired by Aura Minerals Inc. Over the years, Mr. Farrell has served as a director and officer of a number of public companies and also held various positions within the financial services industry, including positions with Yorkton Securities and American Express Financial Services, where he was licensed as a financial services advisor in both the United States and Canada. Mr. Farrell holds a BSc in Geology from Michigan Technological University.

The Company is also pleased to announce the appointment of David St. Clair Dunn, P. Geo., as an additional director of the Company effective immediately. Mr. Dunn has over 42 years of experience in the mineral exploration industry including 26 years of professional experience in all aspects of exploration geology from project inception to major drill programs. He has served as an officer of numerous public companies and assisted in raising capital and corporate planning. Mr. Dunn also co-authored the independent NI 43-101 technical report dated February 3, 2011 on the Company’s Topacio gold concession in Nicaragua available on SEDAR.

About F.D.G. Mining Inc. (www.fdgmining.com)

F.D.G. Mining Inc. is a Canadian junior mining company engaged in acquisition, exploration and development of precious metal properties in Nicaragua. The Company is currently focused on advancing its core property, the past-producing 9300 hectare Topacio gold concession. Topacio has an NI 43-101 compliant inferred resource of 680,000 tonnes grading 5.2 g/t gold and 34 g/t silver, and a similar geological setting to B2Gold's La Libertad and El Limon mines to the northwest. FDG trades on the TSX Venture Exchange under the symbol FDG.

On Behalf of the Board of Directors

George P. Cole,
Director

For further information, please contact:
Casey Moulton, Manager Corporate Communications
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