

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

July 19, 2012

Item 3. News Release

A news release was issued on July 19, 2012 and disseminated through the facilities of Marketwire.

Item 4. Summary of Material Change

The Company announced changes in directors and the granting of stock options. William W. Dunn and Ian H. Mann have been appointed directors of the Company in place of George P. Cole and Gregory Gibson who have resigned. The Company granted stock options to William Dunn and Ian Mann to purchase a total of 350,000 shares each for a period of five years at a price of \$0.10 per share. The Company has also granted a stock option to David Dunn to purchase 301,000 shares for a period of five years at a price of \$0.10 per share. All options are subject to vesting on the basis of 50% upon granting and 50% in one year.

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 David Dunn, President and CEO, Telephone: (416) 479-4433.

Item 9. Date of Report

July 19, 2012

NEWS RELEASE

FDG APPOINTS NEW DIRECTORS AND GRANTS OPTIONS

Toronto, Ontario – July 19, 2012 - F.D.G. Mining Inc. ("FDG" or the "Company") (TSX-V:FDG) announces that William W. Dunn and Ian H. Mann have been appointed directors of the Company in place of George P. Cole and Gregory Gibson who have resigned. The board of directors expresses its gratitude and appreciation to Messrs. Cole and Gibson for their contributions to the Company over the past year and wishes them success in their future endeavors.

William W. Dunn is a professional engineer with over 35 years experience in mine development and management in the Yukon and British Columbia. Currently, Mr. Dunn acts as a consulting engineer to various mining companies in the Yukon. From January 2006 to June 2008, Mr. Dunn was a director of Minto Mining and the mine manager and manager of corporate and regulatory affairs for Sherwood Copper Corp. where he was responsible for all site activities during the pre-stripping and construction of the Minto copper mine as well as permitting, compliance, community interaction and the Skagway Terminal rehabilitation. Previous to Sherwood Copper Corp., Mr. Dunn worked as mine manager for Cassiar Magnesium where he was responsible for the commissioning and expansion of the Cassiar mill in Cassiar, B.C. Mr. Dunn obtained a Bachelor of Applied Science in Mineral Engineering from the University of British Columbia (1979) and is member of the Association of Professional Engineers of British Columbia (1981) and the Yukon (1993).

Ian H. Mann is currently the President of Meridian Fund Managers Ltd., a BVI-registered fund manager that oversees two alternative investment funds primarily focused on global mining and oil and gas companies. Prior to 2003, Mr. Mann held senior management and partner positions with several Bermuda-based companies. He has over ten years of corporate governance experience as a non-executive director for several publicly traded companies including PetroMagdalena Energy Corp., an active TSXV listed oil and gas junior producer operating in Columbia. He is also a director of Natasa Mining Ltd., an AIM listed mining investment company. Mr. Mann holds an Honors Business Administration degree from The University of Western Ontario (1980).

In conjunction with such appointments, the Company has granted stock options to William Dunn and Ian Mann to purchase a total of 350,000 shares each for a period of five years at a price of \$0.10 per share. The Company has also granted a stock option to David Dunn to purchase 301,000 shares for a period of five years at a price of \$0.10 per share. All options are subject to vesting on the basis of 50% upon granting and 50% in one year.

On Behalf of the Board of Directors

David Dunn, President and Chief Executive Officer

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.