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

August 27, 2012

Item 3. News Release

A news release was issued on August 27, 2012 and disseminated through the facilities of Marketwire.

Item 4. Summary of Material Change

The Company has arranged a non-brokered private placement of up to 350 units at a price of $1,000 per unit, to raise gross proceeds of up to $350,000, subject to an over-allotment option for up to an additional 150 units or $150,000. Each Unit will consist of a secured promissory note in the principal amount of $1,000 and 2,000 common shares at a deemed price of $0.10 per share. The promissory notes will be for a term of one year, repayable on the first anniversary of the closing date, and bear interest at the rate of 12% per annum, with the first year's full interest of $120 payable up front upon closing.

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 M. Moroney, Corporate Secretary, Telephone: (604) 696.4236.

Item 9. Date of Report

August 27, 2012

F.D.G. Mining Inc.
404 – 815 Hornby Street
Vancouver, BC, Canada, V6Z 2E6
Phone: 416.479.4433

NEWS RELEASE

PRIVATE PLACEMENT

August 27, 2012 - Vancouver, B.C.: F.D.G. Mining Inc., FDG:V (the "**Company**") announces that it has arranged a non-brokered private placement of up to 350 units at a price of $1,000 per unit, to raise gross proceeds of up to $350,000, subject to an over-allotment option for up to an additional 150 units or $150,000.

Each Unit will consist of a secured promissory note in the principal amount of $1,000 and 2,000 common shares at a deemed price of $0.10 per share. The promissory notes will be for a term of one year, repayable on the first anniversary of the closing date, and bear interest at the rate of 12% per annum, with the first year's full interest of $120 payable up front upon closing. The Notes will also be secured, on a pro rata basis, by a general security agreement over all present and after-acquired personal property of the Company.

Finders fees may be paid pursuant to this financing. All securities issued under this offering will be subject to a four-month hold period from the date of issue.

The proceeds of the proposed offering will be used to maintain the Company's interest in and carry out pre-production engineering studies on the Topacio gold concession in eastern Nicaraugua, for property tax payments and for general corporate and working capital purposes.

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 to near term production. 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

David St. Clair Dunn, P. Geo., President and CEO

For further information, please contact:
Email: davidsdunn@shaw.ca