

Form 51-102F3

MATERIAL CHANGE REPORT

1. **Name and Address of Company**

Augustine Ventures Inc. (the “**Issuer**”)
141 Adelaide Street West, Suite 520
Toronto, Ontario M5H 3L5

2. **Date of Material Change**

November 14, 2016.

3. **News Release**

A news release with respect to the material change was disseminated on November 14, 2016 through Marketwired and subsequently filed on SEDAR.

4. **Summary of Material Change**

The Issuer and Red Pine Exploration Inc. (“**Red Pine**”) entered into a definitive arrangement agreement (the “**Arrangement Agreement**”) pursuant to which Red Pine has agreed to acquire all of the outstanding securities of the Issuer by way of a plan of arrangement (the “**Transaction**”) pursuant to the plan of arrangement provisions of the *Business Corporations Act* (Ontario) (the “**OBCA**”).

5. **Full Description of Material Change**

The Issuer and Red Pine entered into the Arrangement Agreement with respect to the Transaction pursuant to which Red Pine has agreed to acquire all of the outstanding securities of the Issuer pursuant to the plan of arrangement provisions of the OBCA.

The Transaction

The Transaction is an arm’s length transaction which is expected to be completed by way of the plan of arrangement provisions of the OBCA and is expected to constitute a reviewable transaction by Red Pine pursuant to TSX Venture Exchange (“**TSXV**”) Policy 5.3 – *Acquisitions and Dispositions of Non-Cash Assets*. Upon completion of the Transaction, the Issuer will delist its securities from the Canadian Securities Exchange (the “**CSE**”) and apply to the applicable securities regulators in the provinces of Alberta, Ontario and Nova Scotia to cease its status as a reporting issuer in those jurisdictions.

Upon completion of the Transaction, the Issuer will become a wholly-owned subsidiary of Red Pine and Red Pine will carry on the business of the combined companies after changing its name to “Wawa Gold Inc.” (or such other name as the Board of Directors of Red Pine may approve) and reorganizing its board of directors (the “**Resulting Issuer**”). For purposes of the Transaction, the parties have agreed that each common share of the Issuer will be exchanged for 0.76 Resulting Issuer common shares (the “**Exchange Ratio**”). Pursuant to the Transaction, the holders of common shares of the Issuer outstanding at the time of completion of the Transaction will receive Resulting Issuer common shares (“**Resulting Issuer Shares**”) based on the Exchange

Ratio and all of the currently outstanding warrants of the Issuer will be exercisable pursuant to the terms of such warrant certificates for Resulting Issuer Shares with the number of shares issuable and the exercise price adjusted based on the Exchange Ratio. All outstanding stock options of the Issuer will either be exercised or cancelled prior to the effective time of the Transaction.

Shareholder and Court Approvals

The Issuer will prepare an information circular (the “**Information Circular**”) that will include relevant background information to be mailed to shareholders of the Issuer in respect of a meeting of shareholders (the “**Meeting**”) to be called to consider the Transaction, which the Superior Court of Justice of Ontario (the “**Court**”) is expected to require, among other things, pursuant to an interim order of the Court (the “**Interim Order**”) to be sought in connection with the Transaction. The Meeting will be scheduled to be held on a date to be announced in the future, pursuant to the provisions of the Interim Order. For the Transaction to proceed, a special resolution authorizing the Transaction must be approved by at least two-thirds of the votes cast by holders of the Issuer’s common shares at the Meeting. The Transaction cannot close until a final order of the Court (the “**Final Order**”) is issued. There can be no assurances that the Court will issue the Interim Order or the Final Order. Red Pine shall provide to the Issuer such information with respect to itself as may be required for inclusion in the Information Circular and the Arrangement Agreement provides that Red Pine will indemnify the Issuer for any misrepresentation contained in such information.

Support Agreement

Red Pine has entered into lock-up and support agreements with certain major shareholders of the Issuer, as well as certain officers and directors of the Issuer, including Robert Dodds, President & CEO of the Issuer, pursuant to which such shareholders have agreed to support the Transaction and to vote in favour of the Transaction at the Meeting. As a result, shareholders holding approximately 46% of the outstanding common shares of the Issuer have agreed to support the Transaction.

Closing Conditions of the Transaction

Completion of the Transaction is subject to a number of conditions, including the Court issuing the Interim Order and the Final Order and the receipt of all required regulatory, stock exchange (including the TSXV and CSE) and shareholder approvals. The Transaction cannot close until all such orders and approvals are obtained. The Transaction will also be conditional upon other customary terms for transactions of this nature, including holders of not more than 5% of the issued and outstanding common shares of the Issuer exercising their rights of dissent in respect of the Transaction. There can be no assurance that the Transaction will be completed as proposed or at all.

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

Not applicable.

7. **Omitted Information**

No information has been omitted on the basis that it is confidential information.

8. **Executive Officer**

Robert Dodds, President and Chief Executive Officer of the Issuer, is knowledgeable about the material change and may be reached at (416) 363-2528.

9. **Date of Report.**

November 24, 2016.