

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**

February 3, 2017.

3. **News Release**

A news release with respect to the material change was disseminated on February 3, 2017 through Marketwired and subsequently filed on SEDAR.

4. **Summary of Material Change**

The Issuer and Red Pine Exploration Inc. (“**Red Pine**”) announced that Red Pine had completed its acquisition of the Issuer on February 3, 2017, by acquiring all of the issued and outstanding shares of the Issuer (the “**Common Shares**”) pursuant to a plan of arrangement (the “**Plan of Arrangement**”) under the *Business Corporations Act* (Ontario) (the “**OBCA**”). Red Pine issued an aggregate of 100,668,733 common shares in the capital of Red Pine (each, a “**Red Pine Common Share**”) in connection with the Plan of Arrangement.

5. **Full Description of Material Change**

On February 3, 2017, Red Pine completed its acquisition of the Issuer by acquiring all of the issued and outstanding Common Shares pursuant to the Plan of Arrangement. The transaction was previously approved by the shareholders of the Issuer in accordance with the requirements of the OBCA, and was subsequently approved by the Ontario Superior Court of Justice. The Common Shares were delisted from the Canadian Securities Exchange at the close of business on February 6, 2017.

Under the Plan of Arrangement, each Common Share was exchanged for 0.76 of one Red Pine Common Share. In completing the acquisition, Red Pine issued 100,668,733 Red Pine Common Shares to former shareholders of the Issuer.

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**

Quentin Yarie, Chief Executive Officer of the Issuer, is knowledgeable about the material change and may be reached at (416) 364-7024.

9. **Date of Report.**

February 13, 2017.