FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1 Name and Address of Company:

Moag Copper Gold Resources Inc.
21 Burkebrook Place, Suite 405
Toronto, ON
M4G 0A2

ITEM 2 Date of Material Change:

December 1, 2014.

ITEM 3 News Release:

News Release dated December 1, 2014, was disseminated by TheNewswire on December 1, 2014 and a copy of the Material Change Report will be filed with the Ontario, Alberta and British Columbia Securities Commissions on December 1, 2014, via SEDAR.

ITEM 4 & 5 Summary and Full Description of Material Change:

See attached News Release dated December 1, 2014.

ITEM 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102:

Subsection 7.1(2) or (3) is not being relied upon.

ITEM 7 Omitted Information:

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

ITEM 8 Executive Officer:

Mr. Bradley L. Jones, CFO and COO
Telephone: (416) 510-8397

ITEM 9 Date of Report

December 1, 2014.

"Bradley L. Jones"
Bradley L. Jones, CPA, CA
CFO and COO

Moag Announces Closing of Private Placement of Convertible Debentures

Toronto, ON /TNW-ACCESSWIRE/ December 1, 2014-Moag Copper Gold Resources Inc. ("Moag")(CNSX:MOG) announced today that it has closed its private placement of 10% Convertible Debentures for proceeds of USD$1,610,000. The Convertible Debentures have a Maturity Date of January 3, 2016 and are convertible into common shares of Moag at a price of CDN$0.20 per share.

Finder's fees of USD$161,000 were paid on the private placement.

On Behalf of the Board

Bradley L. Jones, CPA, CA
Chief Operating Officer & CFO

For further information please contact:

Bradley L. Jones, COO & CFO (416) 510 8397
bradley.jones@moag.ca
http://www.moag.ca/