

**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:

August 4, 2015.

ITEM 3 News Release:

News Release dated August 4, 2015, was disseminated by TheNewswire on August 4, 2015 and a copy of the Material Change Report will be filed with the Ontario, Alberta and British Columbia Securities Commissions on August 4, 2015, via SEDAR.

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

See attached News Release dated August 4, 2015.

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

August 4, 2015.

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



Moag Announces Closing of Private Placement of Convertible Debentures

Toronto, ON /TheNewswire/ August 4, 2015-Moag Copper Gold Resources Inc. ("Moag")(CSE:MOG) (OTCQB:MGC PF) announced today that it has closed its private placement of 10% Convertible Debentures for proceeds of USD \$2,995,000. The Convertible Debentures have a Maturity Date of December 1, 2016 and are convertible into common shares of Moag at a price of CDN\$0.20 per share.

Finder's fees of USD \$299,500 were paid on the private placement.

Moag also announced today that CDN \$950,000 of 10% Convertible Debentures matured on June 30, 2015. Holders of Convertible Debentures in the principal amount of USD \$560,000 have converted their Convertible Debentures into new 12% USD Convertible Debentures. The 12% Convertible Debentures have a Maturity Date of July 1, 2017 and are convertible into common shares of Moag at a price of CDN\$0.20 per share.

Finder's fees of USD \$56,000 were paid on the conversion.

On Behalf of the Board

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

For further information please contact:

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