

**NOTICE OF THE ANNUAL MEETING OF SHAREHOLDERS**

to be held June 25, 2015

**TO THE SHAREHOLDERS OF ST. AUGUSTINE GOLD AND COPPER LIMITED**

Notice is hereby given that the annual meeting (the "**Meeting**") of the holders ("**Shareholders**") of common shares ("**Common Shares**") of St. Augustine Gold and Copper Limited (the "**Company**") will be held at Monte Di Portofino Clubhouse, Portofino Heights, Alabang, Daang-hari, Las Pinas, Metro Manila, Philippines on June 25, 2015, at 5:00 p.m.(Pacific Standard time), for the following purposes:

1. to receive the audited financial statements of the Company for the year ended December 31, 2014, and the report of the auditors thereon;
2. to elect directors of the Company as described in the Information Circular accompanying this Notice;
3. to appoint Ernst & Young LLP as auditors of the Company and to authorize the directors to fix the remuneration to be paid to the auditors; and
4. To transact such other business as may properly come before the Meeting or any adjournment or adjournments thereof.

**The specific details of the matters to be considered at the Meeting are set out in the Information Circular dated May 21, 2015 which accompanies this Notice. Only Shareholders of record at the close of business on May 8, 2015, are entitled to receive notice of and to vote at the Meeting or any adjournment thereof.**

**If you are a registered Shareholder** and are unable to attend the Meeting in person, please date and execute the accompanying form of proxy and return it in the envelope provided to Computershare Trust Company, the registrar and transfer agent of the Common Shares, at the 8<sup>th</sup> Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1, by no later than 5:00 p.m. (Toronto time) on June 23, 2015, or two business days preceding the date of any adjournment.

**If you are not a registered Shareholder** and receive these materials through your broker or through another intermediary, please complete and return the form of proxy in accordance with the instructions provided to you by your broker or by the other intermediary.

**DATED** in Makati City, Metro Manila, Philippines, this 21<sup>st</sup> day of May, 2015.

**BY ORDER OF THE BOARD OF DIRECTORS OF ST. AUGUSTINE GOLD AND COPPER LIMITED**

(Signed) Manuel Paolo A. Villar  
President and CEO