

NOTICE OF THE ANNUAL MEETING OF SHAREHOLDERS

to be held June 24, 2016

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 Piñas, Metro Manila, Philippines on June 24, 2016, at 9:00 a.m. (Philippine time), for the following purposes:

1. to receive the audited financial statements of the Company for the year ended December 31, 2015, 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 auditors of the Company that will be identified prior to or at the meeting and to authorize the directors to fix the remuneration to be paid to the auditors;
4. to discuss Management's suggestion to cross list the Company with the Philippine Stock Exchange; and
5. 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 15, 2016 which accompanies this Notice. Only Shareholders of record at the close of business on May 9, 2016, 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 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1, by no later than 5:00 p.m. (Toronto time) on June 22, 2016, 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 May 15, 2016.

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

(Signed) Manuel Paolo A. Villar
President and CEO