

## FORM 51-102F3 - MATERIAL CHANGE REPORT

1. **Name and Address of Company**

South American Gold and Copper Company Limited (the "Company")  
100 Wellington Street West  
Suite 500  
Toronto, Ontario M5K 1H1

2. **Date of Material Change**

February 9, 2011.

3. **News Release**

The news release attached hereto as Schedule "A" announcing the material change described herein was released through Canada News Wire Group at Toronto, Ontario on February 9, 2011.

4. **Summary of Material Change**

The material change is described in the Company's news release attached hereto as Schedule "A", which news release is incorporated herein.

5. **Full Description of Material Change**

5.1 Full Description of Material Change

No information other than that provided in Item 4 above is presently available.

5.2 Disclosure for Restructuring Transactions

Not Applicable.

6. **Reliance on subsection 7.1(2) of National Instrument 51-102**

Not Applicable.

7. **Omitted Information**

Not Applicable.

8. **Executive Officer**

The following is the name and business telephone number of an executive officer of the Company who is knowledgeable about the material change and this report.

Stephen W. Houghton  
Chief Executive Officer  
56-2-264-2295

9. **Date of Report**

February 14, 2011.

# News Release

## Schedule "A"

### **SOUTH AMERICAN GOLD AND COPPER COMPANY LIMITED**

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### **NOT TO BE DISTRIBUTED OR DISSEMINATED IN THE UNITED STATES**

**FOR IMMEDIATE RELEASE** – February 9, 2011

#### **South American Gold and Copper Company Limited Announces Exercise of Warrants and Stock Options by Senior Officers of the Company**

Toronto, Ontario, Canada - South American Gold and Copper Company Limited (the "Company") (TSX-SAG) reported today that David R.S. Thomson, EVP of Exploration and a Director of the Company and Mario Hernandez, EVP of Land and Administration and a Director of the Company have, through companies owned by them, exercised a total of 14,650,614 warrants at an exercise price of Cdn \$0.05. These warrants were due to expire on April 21, 2015.

In addition they have exercised stock options totalling 12,500,000 shares at an exercise price of Cdn \$0.035 per share. These options were due to expire on April 15, 2015.

Proceeds total Cdn \$1,170,030 which will be used to further enhance operations at the Company's 100% owned Pimenton gold/copper mine.

South American Gold and Copper Company Limited is a minerals producing, exploration and development company with properties and activities currently focused in Chile.

**FORWARD-LOOKING STATEMENTS:** This news release contains certain "forward-looking statements" within the meaning of Section 21E of the United States Securities Exchange Act of 1934, as amended. Except for statements of historical fact relating to the company, certain information contained herein constitutes forward-looking statements. Forward-looking statements are frequently characterized by words such as "plan," "expect," "project," "intend," "believe," "anticipate", "estimate" and other similar words, or statements that certain events or

conditions "may" or "will" occur. Forward-looking statements are based on the opinions and estimates of management at the date the statements are made, and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements. These factors include the inherent risks involved in the exploration and development of mineral properties, the uncertainties involved in interpreting drilling results and other geological data, fluctuating metal prices, the possibility of project cost overruns or unanticipated costs and expenses, uncertainties relating to the availability and costs of financing needed in the future and other factors. The Company undertakes no obligation to update forward looking statements if circumstances or management's estimates or opinions should change. The reader is cautioned not to place undue reliance on forward-looking statements.