FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Consolidated Thompson-Lundmark Gold Mines Limited
56 Temperance Street
4th Floor
Toronto, Ontario
M5H 3V5

Item 2 Date of Material Change

June 1, 2005

Item 3 News Release

A Press Release was issued in Toronto, Ontario on June 1, 2005 and subsequently filed on SEDAR.

Item 4 Summary of Material Change

Consolidated Thompson has completed a private placement financing.

Item 5 Full Description of Material Change

See attached press release

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

N/A

Item 7 Omitted Information

None

Item 8 Executive Officer

Tony Wonnacott, Corporate Secretary (416) 861-5879

Item 9 Date of Report

June 1, 2005

CONSOLIDATED THOMPSON-LUNDMARK GOLD MINES LIMITED

By: *"Tony Wonnacott"*
Name: Tony Wonnacott
Title: Corporate Secretary

CONSOLIDATED THOMPSON-LUNDMARK GOLD MINES LIMITED

PRESS RELEASE

CONSOLIDATED THOMPSON COMPLETES ONE MILLION DOLLAR FINANCING & APPOINTS NEW BOARD MEMBERS & MANAGEMENT TEAM

June 1, 2005: Toronto, Ontario – Consolidated Thompson-Lundmark Gold Mines Limited (TSX Venture: CLM) is pleased to announce that its previously announced private placement financing, has been completed. A total of 1,837,272 Units and 2,927,272 Flow Through Units were issued pursuant to the financing for gross proceeds of $1,048,199.68.

Each Unit consists of one Common Share and one Common Share purchase warrant ("Warrant") at a price of $0.22 per Unit. Each Warrant entitles the holder to acquire one Common Share, exercisable at a price of $0.29 per share until June 1, 2007. Each Flow Through Unit consists of one Flow Through share and one Warrant at a price of $0.22 per Flow Through Unit. Each of Common Shares, Flow Through Shares and the shares issued upon the exercise of the Warrants will be subject to a hold period that will expire on October 2, 2005.

The proceeds will be used by the Company for exploration purposes at its Bloom Lake property as well as for general corporate purposes. In connection with the financing, Kurt Portmann, was provided with a finder's fee of $45,969.97.

MANAGEMENT & DIRECTORS

As part of the restructuring, Consolidated Thompson has installed a new Board and Management team. Ed Thompson and Tor Jensen will continue to serve on the Board of Directors, with John Ellis and John Paterson resigning. .

Stan Bharti, President, Chief Executive Officer and a Director, - Mr. Bharti has over 25 years of experience in operations, public markets and finance. Over the last ten years Mr. Bharti has been involved in acquiring, restructuring, and financing. Mr. Bharti has raised over $200 million in public markets over the last decade. His experience in public markets includes acquisitions of companies in Europe, Australia and North America. He is a Professional Mining Engineer and holds a Masters Degree in Engineering from Moscow, Russia and University of London, England.

Gerald McCarvill, Director – Mr. McCarvill has more than 20 years experience in the financial sector holding senior positions with major investment firms including as a member of the executive committee of Wood Gundy. Most recently, Mr. McCarvill was CEO of McCarvill Corporation, a diversified financial services company and previously was CEO of Repadre Capital Corporation, a mining royalty company.

Jean Depatie, Director –Mr. Depatie has over 35 years of national and international experience in economic geology. He has worked in over 15 countries and acted as a consultant for organizations such as the United Nations, the World Bank, the Commonwealth Secrateriat, the Asian Development Bank, Banco Interamericano, the Canadian International Development Agency and Quebec's Ministry of Natural Resources. Since 1981 he has been working as president and/or vice president of mining companies. He sits on the board of directors of several mining companies including Novicourt Inc. (Noranda Group) and Glamis Gold. He is currently president of Decamine Inc, of Montreal, geoscience consultants.

Deborah Battiston, Chief Financial Officer, **-** Ms. Battiston is a C.G.A. with over 20 years of accounting and financial management experience. She obtained her B.A. in Economics from the University of Guelph in 1981. She serves as chief financial officer for a number of publicly traded companies listed on the TSX Venture Exchange. She has broach international experience having dealt with companies in over eight countries and having lived and worked in Japan for several years.

Tony Wonnacott, Corporate Secretary, - is a Toronto-based corporate lawyer, who worked with the Toronto law firm McMillan Binch, LLP from May 1999 to March 2003. Mr. Wonnacott serves as corporate secretary for a number of publicly traded companies, listed on the TSX Venture Exchange, the TSX and the American Stock Exchange. Mr. Wonnacott obtained a Bachelor of Commerce (cum laude) from St. Mary's University and a Bachelor of Laws degree from Dalhousie University. He has also completed the Canadian Securities Course. Mr. Wonnacott is a member of the Law Society of Upper Canada.

For further information contact:
Tony Wonnacott
Corporate Secretary
(416) 861-5879
