NFX GOLD INC.
55 Adelaide Street East, Suite 410
Toronto, Ontario CANADA M5C 1K6
Tel: (416) 360-8006 Fax: (416) 361-1333
www.nfxgold.com

VIA SEDAR

ALBERTA SECURITIES COMMISSION
Market Surveillance/Continuous Disclosure
4th Floor, 300 - 5 Avenue S.W.
Calgary, Alberta T2P 3C4

Attention: Filings

BRITISH COLUMBIA SECURITIES COMMISSION
P.O. Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, British Columbia V7Y 1L2

Attention: Filings

ONTARIO SECURITIES COMMISSION
Suite 1800, Box 55
20 Queen Street West
Toronto, ON M5H 3S8

Attention: Filings

TSX VENTURE EXCHANGE INC.
10th Floor, 300 - 5th Avenue S.W.
Calgary, Alberta T2P 3C4

Attention: Listings and Regulations Division

Dear Sir/Madam:

Re: Form 51-102F3 - Material Change Report pursuant to National Instrument 51-102

This letter is intended as a statement setting forth certain matters that may be material changes in the affairs of NFX Gold Inc. (the "Corporation"). For convenience, this letter is itemized in the same manner as Form 51-102F3 of the *Securities Act* (Alberta), the *Securities Act* (British Columbia) and the *Securities Act* (Ontario). Concurrent with this filing, this letter is being filed with TSX Venture Exchange Inc., being the only exchange on which the Corporation's shares are currently listed.

ITEM 1 - Name and Address of Company:

NFX Gold Inc.
55 Adelaide Street East, Suite 410
Toronto, Ontario CANADA M5C 1K6

ITEM 2 - Date of Material Change:

August 11, 2004

ITEM 3 - News Release:

News release was issued on August 11, 2004 by Canada NewsWire.

ITEM 4 - Summary of Material Change:

The Corporation announces that International Goldfields Limited, an Australian Corporation, has acquired common shares of Corporation representing approximately 15.2% of the issued and outstanding common shares of the Corporation.

ITEM 5 - Full Description of Material Change:

International Goldfields Limited ("Goldfields") announces that it has acquired 2,666,667 common shares ("NFX Shares") in the capital of NFX Gold Inc. ("NFX"), at a price of $0.45 per NFX Share as a result of the completion of a private placement financing (the "Private Placement") on August 11, 2004. The Private Placement was originally announced in the press release (the "Press Release") of NFX dated July 7, 2004.

Goldfields currently own an aggregate of 4,946,200 NFX Shares, representing approximately 15.2% of the issued and outstanding NFX Shares. These figures do not include the NFX Shares payable to Goldfields pursuant to the Technical and Advisory Services Agreement (the "Agreement) dated March 17, 2004 that have not yet been issued as of the date hereof. Please refer to the press release of March 17, 2004 (the "Press Release") for a detailed description of the Agreement.

Other than as set forth herein, in the Press Release, and in the press release dated July 7, 2004, Goldfields does not currently own, nor does it currently have any rights to acquire, any other securities of NFX. Goldfields may also, depending on market and other conditions, increase or decrease their beneficial ownership, control or direction over the NFX Shares or other securities of NFX, through market transactions, private agreements, treasury issuances, exercise of convertible securities or otherwise.

ITEM 6 - Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102:

Not Applicable

ITEM 7 - Omitted Information:

Not Applicable

ITEM 8 - Executive Officers:

The name of an Officer of the Corporation who is knowledgeable about the material change and the report and who can be contacted by the Executive Director is:

Jorge Estepa
Vice President of NFX Gold Inc.
Telephone: (416) 360-8006

ITEM 9 - Date of Report:

August 18, 2004