

This is the form of material change report required under section 85(1) of the *Securities Act* and section 151 of the *Securities Rules*.

FORM 53-901F
(Previously Form 27)

**MATERIAL CHANGE REPORT UNDER
SECTION 85(1) OF THE SECURITIES ACT (BRITISH COLUMBIA)**

This form is intended as a guideline. A letter or other document may be used if the substantive requirements of this are complied with.

Every report required to be filed under section 85(1) of the *Securities Act* (the "Act") shall be sent to the British Columbia Securities Commission (the "Commission") in an envelope addressed to the Commission and marked "Continuous Disclosure".

WHERE THIS REPORT IS FILED ON A CONFIDENTIAL BASIS PUT AT THE BEGINNING OF THE REPORT IN BLOCK CAPITALS "CONFIDENTIAL - SECTION 85", AND EVERYTHING THAT IS REQUIRED TO BE FILED SHALL BE PLACED IN AN ENVELOPE ADDRESSED TO THE SECRETARY OF THE COMMISSION MARKED "CONFIDENTIAL".

1 Reporting Issuer

CONSOLIDATED VENTUREX HOLDINGS LTD.
2489 Bellevue Avenue
West Vancouver, British Columbia V7V 1E1

Telephone (604) 922-2030

(the "Issuer")

2 Date of Material Change

June 21, 2002

3 Press Release

Issued in Vancouver, under Section 85 (1) of the Act, on June 21, 2002 and disseminated through the facilities of Market News and Stockwatch.

4 Summary of Material Change

The Issuer announced a private placement.

5 Full Description of Material Change

The Issuer announced that subject to regulatory approval, it has negotiated a private placement to issue up to 1,000,000 units of the Issuer at a price of \$0.06 per unit (the "Units"). Each Unit will consist of one common share in the capital of the Issuer and one share purchase warrant. Each share purchase warrant will entitle the holder to purchase one additional common share in the capital of the Issuer at a price of \$0.10 for a period of one year following the date of issue of the Units. There is no finders fee payable.

The Issuer will use the proceeds of the private placement for general working capital purposes.

6 Reliance on Section 85(2) of the Act

Not applicable

7 Omitted Information

No information has been intentionally omitted from this form.

8 Senior Officers

Douglas L. Mason, President and Chairman of the Board
Benjamin Ainsworth, Vice President, Exploration

Further information may be obtained from Douglas L. Mason, director of the Issuer 2489 Bellevue Avenue, West Vancouver, British Columbia, V7V 1E1, (604) 922-2030

9 Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, this 21st day of June, 2002.

CONSOLIDATED VENTUREX HOLDINGS LTD.

Signed: "Douglas L. Mason"

Signature

President

(Official capacity - please print)

Douglas L. Mason

(Please print here name of individual whose signature appears above, if different from name of vendor or agent printed above)

THIS IS THE FORM OF A MATERIAL CHANGE REPORT REQUIRED UNDER SECTION 85(1) OF THE SECURITIES ACT (BRITISH COLUMBIA)