

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

December 19, 2002

3 Press Release

Issued in Vancouver, under Section 85 (1) of the Act, on December 19, 2002 and disseminated through the facilities of Market News and Stockwatch.

4 Summary of Material Change

The Issuer announced a bridge financing.

5 Full Description of Material Change

The Issuer announced that it has arranged bridge financing of \$35,000 from a company controlled by a director of the Issuer which is repayable upon demand at an interest rate of 1% per month. The Issuer will issue a total of 70,000 shares to the lender as a bonus for the loan. The Issuer has further agreed to repay the principal amount of the loan, together with accrued interest, out of the proceeds of the first financing received by it in excess of \$100,000.00.

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
Bruce Morley, Corporate Secretary

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 19th day of December, 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)