

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

August 26, 2004

3 Press Release

Issued in Vancouver, under Section 85 (1) of the Act, on August 26, 2004 and disseminated through the facilities of Market News, Stockwatch and Wallstreet.

4 Summary of Material Change

Douglas Mason settles proceedings with the British Columbia Securities Commission.

5 Full Description of Material Change

The Issuer announced that it has been advised by Douglas Mason, the Company's President and a Director, that he has entered into a settlement agreement (the "Settlement") with the British Columbia Securities Commission (the "Commission"). In November 2000, the Commission issued a Notice of Hearing dated October 31, 2000, making certain allegations against Mr. Mason. The matters referred to in the Notice of Hearing related to Mr. Mason's connection with a trust established and administered under the laws of the Island of Jersey. Details of the Settlement between Mr. Mason and the Commission can be found at the Commission's website.

The Issuer further announces that as a condition of the Settlement Mr. Mason has resigned his position as President and Director of the Issuer for a one year period and, in connection therewith, Mr. Preston Zeeben has been appointed as President and a director, subject to the approval of the TSX Venture Exchange.

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

Preston Zeeben, President
Benjamin Ainsworth, Vice President, Exploration
Bruce Morley, Corporate Secretary

Further information may be obtained from Sharon Constable, a 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 26th day of August, 2004.

CONSOLIDATED VENTUREX HOLDINGS LTD.

Signed: "Sharon Constable"

Signature

Director

(Official capacity - please print)

Sharon Constable

(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)