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 From 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 "Company")

2 Date of Material Change

April 7, 2006

3 Press Release

Issued in Vancouver, B.C. under Section 85 (1) of the Act, on April 7, 2006 and disseminated through the facilities of Market News and Stockwatch.

4 Summary of Material Change

The Company reports that it has determined to not proceed with additional exploration expenditures on its Inco Property. Also, the Company announced the recent appointment of Mr. John Morita as a Director and Chief Financial Officer.

5 Full Description of Material Change

The Company reported that by option agreement dated May 4, 2001, as amended, it acquired an option to earn a 50% interest from Inco Limited ("Inco") in certain properties located in the Sudbury mining area of Ontario (the "Inco Properties"). Under the option agreement, the Company was required to spend $500,000 in additional exploration expenditures by March 1, 2006 in order to earn the 50% interest in the Inco Properties. The Company determined not to proceed with such additional exploration expenditures, and accordingly, the Company's option interest in the Inco Properties expired as of March 1, 2006.

The Company also announced the recent appointment of Mr. John S. Morita as a Director and Chief Financial Officer. Mr. Morita has extensive experience as a professional accountant. He is a member of the Certified General Accountants Association of BC. For the past fifteen years Mr. Morita has been a management consultant, advising on income tax issues, personal financial matters and has held a variety of senior positions as a Director, VP of Finance, CFO and Corporate Secretary with various public companies. Mr. Morita is currently a Director and CFO of Columbia Yukon Explorations Inc. and a Director and CFO of Orphan Boy Resources Inc.

Consolidated Venturex Holdings Ltd is in the business of the exploration and development of natural resource properties.

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

Ronald Coombes, President

Further information may be obtained from Ronald Coombes, President, or Bruce E. Morley, directors of the Company, 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 West Vancouver, British Columbia, this 7th day of April, 2006.

CONSOLIDATED VENTUREX HOLDINGS LTD.

"Ronald A. Coombes"

Signature

President

(Official capacity - please print)

Ronald A. Coombes

(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)