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

June 29, 2006

3 Press Release

Issued in Vancouver, B.C. under Section 85 (1) of the Act, on June 29, 2006 and disseminated through the facilities of Market News and Stockwatch.

4 Summary of Material Change

The Company announced that it has arranged a non-brokered private placement of up to 3,000,000 flow-through units.

Also, the Company announced that it has recently closed a non-brokered private placement of 560,000 flow-through units.

5 Full Description of Material Change

The Company announced that, subject to regulatory approval, it has arranged a non-brokered private placement of up to 3,000,000 flow-through units (the "Units") at a price of $0.15 per Unit to raise up to $450,000. Each Unit will consist of one flow-through common share and one half of a non flow-through share purchase warrant (each whole share purchase warrant, a "Warrant"). Each Warrant will be exercisable into one additional common share at a price of $0.17 for a period of one year from the closing date. With respect to this private placement, the Company may pay a finder's fee in the amount of 7% cash (or shares at a deemed price of $0.15 per share) and issue warrants entitling the holder to purchase that number of common shares as is equal to 10% of the number of Units purchased by subscribers introduced to the Company by such finders. Each warrant issued to a finder will entitle the finder to purchase a non flow-through common share at $0.17 for a period of one year from the closing date. Proceeds from the private placement will be used for exploration and development of the

Company's optioned "LJ Property" which is located 35 Km North of Revelstoke, British Columbia.

Also, the Company has recently closed the non-brokered flow-through private placement announced on June 13, 2006 and, in connection therewith, has issued 560,000 flow-through units. The securities issued are subject to a hold period expiring on October 29, 2006.

The Company is in the business of 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

Douglas Mason, Chairman
Ronald Coombes, President

Further information may be obtained from Douglas Mason, Chairman, or Bruce E. Morley, director 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 29th day of June, 2006.

CONSOLIDATED VENTUREX HOLDINGS LTD.

"Bruce E. Morley"
____
Signature

Director
(Official capacity - please print)

Bruce E. Morley
(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)

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