This is the form of material change report required under Section 85(1) of the Securities Act and Section 151 of the Securities Rules (British Columbia), Section 146(1) of the Securities Act (Alberta) and Section 75(2) of the Securities Act (Ontario).

BCF 53-901F MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE SECURITIES ACT (B.C.)
FORM 27 MATERIAL CHANGE REPORT UNDER SECTION 146(1) OF THE SECURITIES ACT (ALBERTA)
FORM 27 MATERIAL CHANGE REPORT UNDER SECTION 75(2) OF THE SECURITIES ACT (ONTARIO)

1. Reporting Issuer

State the full name and address of the principal office in Canada of the reporting issuer.

Consolidated Gold Win Ventures Inc.
Suite 410 – 455 Granville Street
Vancouver, B.C. V6C 1T1

Tel: 604-671-4718

2. Date of Material Change

March 25, 2002

3. Press Release

State the date and places of issuance of the press release issued pursuant to Section 85(1) of the Securities Act (British Columbia), Section 146(1) of the Securities Act (Alberta) and Section 75(1) of the Securities Act (Ontario).

This news release was issued on March 25, 2002 through Canada Stockwatch and Market News Publishing Inc.

4. Summary of Material Change

Provide a brief but accurate summary of the nature and substance of the material change.

Please see the attached news release.

5. Full Description of Material Change

Same as in item 4 above.

6. Reliance on Section 85(2) of the Securities Act (British Columbia), Section 146(2) of the Securities Act (Alberta) and Section 75(3) of the Securities Act (Ontario)

This report is not being filed on a confidential basis.

7. Omitted Information

The director of the Company, Abby Farrage, is knowledgeable about the material change. He may be contacted at the address and telephone number give in Item 1.

8. Senior Officers

Abby Farrage, who may be contacted at the address and phone number listed in Item 1.

9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

Dated at Vancouver this 25 day of March, 2002

"Abby Farrage"

Name: Abby Farrage
Director & Officer

IT IS AN OFFENCE UNDER THE *SECURITIES ACT* AND THE *ALBERTA SECURITIES COMMISSION RULES* FOR A PERSON OR COMPANY TO MAKE A STATEMENT IN A DOCUMENT REQUIRED TO BE FILED OR FURNISHED UNDER THE ACT OR THE RULES THAT, AT THE TIME AND IN LIGHT OF THE CIRCUMSTANCES UNDER WHICH IT IS MADE, IS A MISREPRESENTATION.

ANY FEE PAYABLE TO THE ALBERTA SECURITIES COMMISSION UNDER THE *SECURITIES ACT*, *THE SECURITIES REGULATION* AND THE *ALBERTA SECURITIES COMMISSION RULES* SHALL BE PAID TO THE ALBERTA SECURITIES COMMISSION IN ACCORDANCE WITH THE REQUIREMENTS OF THE FEE SCHEDULE TO THE SECURITIES REGULATION. ANY FAILURE TO ACCOMPANY A FORM OR APPLICATION WITH THE PRESCRIBED FEE SHALL RESULT IN THE RETURN OF THAT FORM OR APPLICATION.

CONSOLIDATED GOLD WIN VENTURES INC.
410, 455 Granville Street
Vancouver, B.C. V6C 1T1
Ph. (604) 671-4718 Fax (604) 572-1891

March 25, 2002 SYMBOL: CGW

Consolidated Gold Win Ventures Inc. (the "Company") wishes to announce that it has entered into private placement agreements for the purchase of 2,000,000 units at $0.10 per unit for a total of 200,000, where each unit consists of 1 common share of the Company and 1 share purchase warrant expiring on March 25, 2004 for the purchase of 1 further common share of the Company at the exercise price of $0.10 per share.

The Company also wishes to announce that it has entered into stock option agreements granting the right and option to purchase 240,000 shares of the Company at $0.10 per share exercisable in whole or in part on or before 5 years from March 25, 2002.

Consolidated Gold Win Ventures Inc.

Per: ___*"Abby Farrage"*____
Abby Farrage, Director

THE CANADIAN VENTURE EXCHANGE HAS NEITHER APPROVE OR DISAPPROVED OF THE CONTESTS HEREIN.