

FORM 53-901F

Securities Act MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE ACT

Item 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, BC V6C 1T1

(604) 671-4718

Item 2. Date of Material Change

September 26, 2003

Item 3. Press Release

State the date and places of issuance of the press release issued pursuant to Section 85(1) of the Act.

This news release was issued on September 26, 2003 through Canada Stockwatch and Market News.

Item 4. Summary of Material Change

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

The Issuer entered into agreements for the sale of 2,500,000 units at \$0.10 per unit for total proceeds of \$250,000, where each unit consists of one common share of the Company and one share purchase warrant having a term of two years for the purchase of one further common share of the Company at the exercise price of \$0.12 per share. The maximum allowable finder's fee shall be payable.

Item 5. Full Description of Material Change

Same as item 4 above.

Item 6. Reliance on Section 85(2) of the Act

This report is not being filed on a confidential basis.

Item 7. Omitted Information

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

Item 8. Senior Officers

David Williams, who may be contacted at address and phone number listed in Item 1.

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

Dated September 26, 2003

"David Williams"
Name: David Williams
Director

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

NEWS RELEASE

September 26, 2003

Symbol: CGW

Pursuant to the Company's announcement on July 30, 2003, as amended August 11, 2003, the Company wishes to re-announce that it has entered into agreements for the sale of 2,500,000 units at \$0.10 per unit for a total of \$250,000, where each unit consists of one common share of the Company and one share purchase warrant having a two year term for the purchase of one further common share of the Company at the exercise price of \$0.12 per share. The maximum allowable finder's fee shall be payable in connection with these agreements.

CONSOLIDATED GOLD WIN VENTURES INC.

Per:

“David Williams”

David Williams, Director

THE TSX VENTURE EXCHANGE HAS NEITHER APPROVED OR DISAPPROVED OF THE CONTENTS HEREIN.