

Form 51-103F3
Material Change Report

1. Name and Address of Company

Consolidated Gold Win Ventures Inc.
1016 – 470 Granville Street
Vancouver, BC V6C 1V5

2. Date of Material Change

April 25, 2005

3. News Release

April 25, 2005

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

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

Please see the attached news release

6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

Souhail (Abby) Abi-Farrage. director, who may be contacted at the address and phone number listed in Item 1**.

9. Date of Report

April 25, 2005

**Consolidated Gold Win Ventures Inc.
1016 – 470 Granville Street
Vancouver, BC V6C 1V5**

NEWS RELEASE

April 25, 2005

Symbol: CGW

The Company wishes to announce that with regard to the 4,800,000 unit private placement announced on February 21, 2005, the shares underlying such securities and issuable upon the warrants comprising such securities are subject to a hold period expiring on August 14, 2005:

CONSOLIDATED GOLD WIN VENTURES INC.

"Souhail Abi-Farrage"
Souhail Abi-Farrage, Director

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