

Form 51-103F3
Material Change Report

1. Name and Address of Company

CONSOLIDATED GOLD WIN VENTURES INC.
Suite 1016 – 470 Granville Street
Vancouver, British Columbia V6C 1V5
Telephone: (604) 536-6115

2. Date of Material Change

January 6, 2006

3. News Release

January 6, 2006

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 above.

9. Date of Report

January 6, 2006



Suite 1016 – 470 Granville St., Vancouver, British Columbia V6C 1V5

NEWS RELEASE

January 6, 2006

Symbol: CGW

Further to a News Release dated November 7, 2005, the Company wishes to re-announce that it has entered into private placements for the sale of 7,000,000 units at \$0.05 per unit for a total of \$350,000.00 CDN, 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 \$0.10 per share. The total placement will be broken into both flow-through and non-flow-through shares and warrants.

The maximum allowable finder's fee shall be payable.

The proceeds of this private placement will be used for working capital and future acquisitions.

Further information can be obtained from the company's web site www.v-cgw.com or by contacting Abby Farrage at (604) 671-4718.

Souhail 'Abby' Abi-Farrage, President and Director
Consolidated Gold Win Ventures Inc.
Vancouver, BC
Email: moreinfo@v-cgw.com

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