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**

   April 11, 2006

3. **News Release**

   April 11, 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**

   April 11, 2006

V.CGW Consolidated Gold Win Ventures Inc.

Creating Wealth Through World-wide Mineral Exploration

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

NEWS RELEASE

April 11, 2006 Symbol: TSX-V: CGW

CONSOLIDATED GOLD WIN VENTURES INC. (the "Company") announced a change to the terms of the proposed brokered private placement to be conducted by Northern Securities Inc. (the "Agent") to raise up to $1,500,000, as announced on April 5, 2006.

Under the revised private placement, the Company plans to raise $600,000 from the sale of 6,000,000 non-flow-through units at $0.10 per unit and up to an additional $900,000 through the sale of any combination of flow-through units at a price of $0.12 per flow-though unit or non flow-through units at a price of $0.10 per non flow-though unit.

In all other respects the terms of the financing described in the April 5, 2006 news release remain unchanged.

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

The private placement is subject to the acceptance of the TSX Venture Exchange, and all securities shall be subject to a 4 month hold period.

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