

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) 671-4718

2. Date of Material Change

November 23 2006

3. News Release

November 23 2006

4. Summary of Material Change

Please see the attached news release.

5. Full Description of 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 or Blair Naughty at (604) 683-3995

9. Date of Report

November 23 2006



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NEWS RELEASE

Cancellation of Private Placement

(VANCOUVER BC; November 23, 2006) CONSOLIDATED GOLD WIN VENTURES INC. (CGW TSX-V, FRANKFURT - OUH, PINKS - CGWVF) (“Gold Win”) reports that it will not be completing the Private Placement previously announced on September 6, 2006.

On Behalf of the Board of Directors

CONSOLIDATED GOLD WIN VENTURES INC.

Per: “Souhail (Abby) Abi-Farrage”
Souhail (Abby) Abi-Farrage, Director

About Consolidated Gold Win Ventures

CGW is a progressive and rapidly advancing junior exploration company with interests in the North West Territories - Drybones Diamond properties, Nevada - South Dolly Varden Gold/Copper claims, British Columbia - Yeti Gold claims, Quebec - Raglan Platinum Group Metals claims.

Further information can be obtained by contacting:

Blair Naughty at (604) 683-3995

Or

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

Website: <http://www.v-cgw.com>

The TSX Venture Exchange has neither approved nor disapproved of the information contained herein. The statements that are not historical facts are forward-looking statements involving known and unknown risk factors and uncertainties which may cause actual results to vary considerably from these statements. The risks and uncertainties include those described in the Company's periodic filings on SEDAR.

We seek Safe Harbor