

This is the form of a material change report required under Section 67(1) of the Securities Act.

FORM 27

SECURITIES ACT

MATERIAL CHANGE REPORT UNDER SECTION 67(1) OF THE ACT

NOTE: This form is intended as a guideline. A letter or other document may be used if the substantive requirements of this form are complied with.

NOTE: Every report required to be filed under section 67(1) of the Act shall be sent to the Commission in an envelope addressed to the Commission and marked "Continuous Disclosure".

NOTE: WHERE THIS REPORT IS FILED ON A CONFIDENTIAL BASIS PUT AT THE BEGINNING OF THE REPORT IN BLOCK CAPITALS "CONFIDENTIAL - SECTION 67", AND EVERYTHING THAT IS REQUIRED TO BE FILED SHALL BE PLACED IN AN ENVELOPE ADDRESSED TO THE SECRETARY OF THE COMMISSION MARKED "CONFIDENTIAL".

Item 1. Reporting Issuer

State the full name and address of the principal office in Canada of the reporting issuer.

**CUGOLD VENTURES INC.
1212 - 1030 West Georgia Street
Vancouver, B.C.
V6E 2Y3
Telephone: (604) 689-2646**

Item 2. Date of Material Change

December 15, 1998

Item 3. Press Release

State the date and place(s) of issuance of the press release issued pursuant to Section 67(1) of the Act.

December 15, 1998 distributed to the Vancouver Stock Exchange, Market News and Vancouver Stockwatch.

Item 4. Summary of Material Change

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

Refer to attached Press Release.

Item 5. Full Description of Material Change

Supplement the summary required under item 4 with the disclosure which should be sufficiently complete to enable a reader to appreciate the significance of the material change without reference to other material. Management is in the best position to determine what facts are significant and must disclose those facts in a meaningful manner. See also Item 7.

This description of the significant facts relating to the material change will therefore include some or all of the following: dates, parties, terms and conditions, description of any assets, liabilities or capital affected, purpose, financial or dollar values, reasons for the change, and a general comment on the probable impact on the reporting Issuer or its subsidiaries. Specific financial forecasts would not normally be required to comply with this form.

The above list merely describes examples of some of the facts which may be significant. The list is not intended to be inclusive or exhaustive of the information required in any particular situation.

Refer to attached Press Release.

Item 6. Reliance on Section 67(2) of the Act

If the report is being filed on a confidential basis in reliance on Section 67(2) of the Act, state the reasons for such reliance.

INSTRUCTION

Refer to Section 67(3) of the Act concerning continuing obligations in respect of reports filed pursuant to this subsection.

Not Applicable.

Item 7. Omitted Information:

In certain circumstances where a material change has occurred and a material change report has been or is about to be filed by Section 67(3) of the Act will no longer or

will not be filed upon, a reporting Issuer may nevertheless believe one or more significant facts otherwise required to be disclosed in the material change report should remain confidential and not be disclosed or not be disclosed in full detail in the material change report.

State whether any information has been omitted on this basis and provided the reasons for any such omission in sufficient detail to permit the Commission to exercise its discretion pursuant to Section 151(3) of the Act.

The reasons for the omission may be contained in a separate letter filed as provided in Section 146 of the Regulation.

Not Applicable.

Item 8. Senior Officers

To facilitate any necessary follow-up by the Commission, give the name and business telephone number of a senior officer of the reporting issuer who is knowledgeable about the material change and the report or an officer through whom such senior officer may be contacted by the Commission.

Harry Chew, Director
Telephone: (604) 689-2646

Item 9. Statement of Director

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver this 15th day of December, 1998.

Cugold Ventures Inc.

Per:

“Harry Chew”

Harry Chew, Director

CUGOLD VENTURES INC.
1212 - 1030 WEST GEORGIA STREET
VANCOUVER, B. C.
CANADA V6E 2Y3
Tel: (604) 689-2646 Fax: (604) 689-1289

December 15, 1998

Trading Symbol: CVN.V

NEWS RELEASE

The Company wishes to announce that 159,376 escrow shares expire on December 20, 1998. As per provisions in the Escrow Agreements, between the Escrow shareholders and the Company, upon the expiry of the above noted escrow shares the Company will have them cancelled immediately.

ON BEHALF OF THE BOARD
CUGOLD VENTURES INC.

“Sonny Chew”

Sonny Chew
Director

THE VANCOUVER STOCK EXCHANGE HAS NOT REVIEWED AND DOES NOT ACCEPT
RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THE
CONTENT OF THIS NEWS RELEASE.