BC FORM 51-102F3
SECURITIES ACT

MATERIAL CHANGE REPORT

ITEM 1 NAME AND ADDRESS OF COMPANY

AUMEGA DISCOVERIES LTD.
#300-1055 West Hastings Street
Vancouver, BC
V6E 2E9
Tel: 604-609-6189
Fax: 604-662-5367

ITEM 2 DATE OF MATERIAL CHANGE

December 8, 2004

ITEM 3 NEWS RELEASE

December 8, 2004 through the facilities of the TSX Venture Exchange.

ITEM 4 SUMMARY OF MATERIAL CHANGE

Brokered Unit Offering

ITEM 5 FULL DESCRIPTION OF MATERIAL CHANGE

Aumega Discoveries Ltd. (TSX.V: AUM) has negotiated a brokered offering of up to 2,500,000 non-flow-through units at a price of $0.28 per non-flow-through units and up to 1,428,571 flow-through units at a price of $0.35 per flow-through unit. The offering is subject to a minimum of 892,257 non-flow-through units being sold. Aumega has engaged Canaccord Capital Corporation as its agent in connection with the offering. The offering will be completed by way of Short-Form Offering Document in accordance with TSX Venture Exchange policies.

Each non-flow-through unit will consist of one common share and one share purchase warrant. Each share purchase warrant will entitle the holder thereof to acquire one additional common share at a price of $0.40 per share in the first year and $0.45 per share in the second year from the date of issuance of the non-flow-through units. Each flow-through unit will consist of one flow-through common Share and one-half of a share purchase warrant, each whole warrant entitling the holder thereof to acquire an additional common share at a price of $0.40 per share in the first year and $0.45 per share in the second year from the date of issuance of the flow-through units. The warrants issued pursuant to the purchase of the non-flow-through and flow-through units will be traded on the TSX Venture Exchange, subject to meeting minimum distribution requirements.

As compensation for its services, Canaccord will receive a commission of 10% of the gross proceeds of the Offering payable at its option in cash in full or half in cash and half in non-flow-through units at a deemed price of $0.28 per unit. Canaccord will also receive that number of share purchase warrants equal to 15% of the number of units sold in the offering, with each warrant being exerciseable for a two year period to acquire one additional common share at an exercise price of $0.40 per share in the first year and at $0.45 per share in the second year. If the minimum number of non-flow-through units offered are sold, Canaccord will receive a corporate finance fee of 50,000 common shares, which will be increased to 90,000 common shares if all units offered are sold. Aumega will pay the expenses of Canaccord in connection with the offering plus an administration fee of $7,500.

The proceeds from the offering will be used to fund further exploration programs on Aumega's Poplar Property and for general working capital.

ITEM 6 RELIANCE ON SUBSECTION 7.1(2) OR (3) OF NATIONAL INSTRUMENT 51-102

N/A

ITEM 7 OMITTED INFORMATION

N/A

ITEM 8 EXECUTIVE OFFICER

Stephen G. Stanley – President, Tel., 604-609-6189

ITEM 9 DATE OF REOPRT

Dated at Vancouver, B.C. this 8th day of December, 2004.

STEPHEN G. STANLEY, President