MATERIAL CHANGE REPORT

UNDER SECTION 146(1) OF THE *SECURITIES ACT* (ALBERTA) AND UNDER COMPARABLE PROVISIONS OF THE SECURITIES LEGISLATION IN THE PROVINCE OF BRITISH COLUMBIA

1. **Reporting Issuer:**

   Bishop Gold Inc. ("Bishop" or the "Company")
   Suite 206, 595 Howe Street
   Vancouver, British Columbia V6C 2T5

2. **Date of Material Change:**

   December 10, 2004.

3. **News Release:**

   A press release was issued in respect of the material change on December 14, 2004.

4. **Summary of Material Change:**

   Bishop announced the closing of its previously announced financing by way of Short-Form Offering Document in accordance with Exchange policies. An aggregate of 309,318 units of Bishop ("Units") have been issued at a purchase price of $0.81 per unit for gross proceeds of $250,547.58. Each Unit consists of two flow-through common shares, one common share and three common share purchase warrants. Bishop is also pleased to announce that, with the completion of the financing referred to above, it has satisfied all of the escrow release conditions to its previously announced escrowed acquisition of the Toodoggone properties and that documentation relating to the transfer of mineral title to the Toodoggone properties has been filed and final materials with respect to this acquisition will now be forwarded to the Exchange in order to facilitate the issuance of an Exchange Bulletin.

5. **Full Description of Material Change:**

   Reference is made to the press release attached hereto.

6. **Reliance on Section 146(2) of the Alberta Securities Act or other equivalent sections of provincial section legislation where this report is filed:**

   Not applicable.

7. **Omitted Information:**

   No material information has been omitted from this Report.

8. Senior Officers:

For further information, please contact Mr. Peter Watson, Chief Financial Officer at (604) 681-2575 or e-mail: bishopgold@shaw.ca.

9. Statement of Senior Officer:

The foregoing accurately discloses the material change referred to in this report.

Dated effective this 14th day of December, 2004.

BISHOP GOLD INC.

Per: "*Peter Watson*"
Peter Watson
Chief Financial Officer

BISHOP GOLD INC.

Vancouver, BC Canada **December 14, 2004**
TSX Symbol: BSG

NEWS RELEASE

BISHOP ANNOUNCES CLOSING UNDER SHORT-FORM OFFERING AND COMPLETION OF TOODOGGONE ACQUISITION

Bishop Gold Inc. ("Bishop"), listed on the TSX Venture Exchange Inc. (the "Exchange") under the trading symbol "BSG", is pleased to announce that it has completed its previously announced financing by way of Short-Form Offering Document in accordance with Exchange policies. An aggregate of 309,318 units of Bishop ("Units") have been issued at a purchase price of $0.81 per unit for gross proceeds of $250,547.58. Each Unit consists of two flow-through common shares, one common share and three common share purchase warrants (each, a "Warrant"). Each full Warrant entitles the holder to acquire one non-flow-through common share at a price of $0.35 on or before December 10, 2005 or at a price of $0.40 subsequent to December 10, 2005 but prior to December 10, 2006. As compensation for its services as agent in connection with this offering, Research Capital Corp. ("Research") has received a cash commission equal to 8% of the gross proceeds received by Bishop from the sale of the Units and, together with its sub-agents, has been granted a non-transferable option to acquire an aggregate of 37,118 units ("Broker Units") at an exercise price of $0.81 per Broker Unit on or before December 10, 2006. Each Broker Unit received by Research and its sub-agents upon exercise of the aforementioned option consists of three common shares and three Warrants.

Bishop is also pleased to announce that, with the completion of the financing referred to above, it has satisfied all of the escrow release conditions to its previously announced escrowed acquisition of the Toodoggone properties (relating to the purchase of a 100% interest of Guardsmen Resources Inc. ("Guardsmen") in two significant gold properties known as the Al/Bonanza and the Lawyers properties located in the Toodoggone district of North Central British Columbia). Documentation relating to the transfer of mineral title to the Toodoggone properties has been filed and final materials with respect to this acquisition will now be forwarded to the Exchange in order to facilitate the issuance of an Exchange Bulletin.

The Lawyers property comprises approximately 38 sq km in 23 claims on which a total of over 30,000 metres of diamond drilling was completed in over 1,000 drill holes funded by seven separate companies during the period 1979 to 2001. The Al/Bonanza property comprises approximately 23 sq km in 14 claims on which a total of 20,000 metres of diamond drilling was completed in 960 drill holes funded by six separate companies during the period 1979 to 2001.

Bishop also announces that its directors have approved the grant of an aggregate of 1,900,000 options to acquire common shares in the capital of Bishop at a price of $0.20 for 5 years to certain key officers, employees, directors and consultants of Bishop.

ON BEHALF OF BISHOP GOLD INC.

"*Peter Watson*"

Peter Watson
Director

FOR MORE INFORMATION PLEASE CONTACT:

Bishop Gold Inc.

Telephone: 604-681-2575