Form 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

State the full name of your company and the address of its principal office in Canada.

SKYGOLD VENTURES LTD.
615 – 800 West Pender Street
Vancouver, BC V6C 2V6
Telephone No. (604) 484-6317

Item 2 Date of Material Change

State the date of the material change.

June 19, 2008

Item 3 News Release

State the date and method(s) of dissemination of the news release issued under section 7.1 of National Instrument 51–102.

The News Release was disseminated on June 19, 2008, to the Toronto Stock Exchange as well as through various other approved public media and was SEDAR filed with the British Columbia and Alberta Securities Commissions.

Item 4 Summary of Material Change

Skygold Ventures Ltd. ("Skygold") (SKV-TSXV) and Wildrose Resources Ltd. ("Wildrose") (WRS- TSXV) are pleased to announce that their respective shareholders have approved the plan of arrangement at meetings held in Vancouver, B.C. on June 13, 2008 (see News Releases dated December 5, 2007 and March 7, 2008 for details of the plan of arrangement). Under the plan of arrangement, Skygold will acquire all outstanding shares of Wildrose and will then control 100% of the Spanish Mountain Project in central British Columbia. Wildrose shareholders will receive 0.82 of a common share of Skygold for each common share of Wildrose held prior to closing of the plan of arrangement.

Item 5 Full Description of Material Change

Skygold Ventures Ltd. ("Skygold") (SKV-TSXV) and Wildrose Resources Ltd. ("Wildrose") (WRS- TSXV) are pleased to announce that their respective shareholders have approved the plan of arrangement at meetings held in Vancouver, B.C. on June 13, 2008 (see News Releases dated December 5, 2007 and March 7, 2008 for details of the plan of arrangement). Under the plan of arrangement, Skygold will acquire all outstanding shares of Wildrose and will then control 100% of the Spanish Mountain Project in central British Columbia. Wildrose shareholders will receive 0.82 of a common share of Skygold for each common share of Wildrose held prior to closing of the plan of arrangement.

Skygold and Wildrose are also pleased to announce that on June 17, 2008, the Supreme Court of British Columbia granted the final order approving the plan of arrangement.

The completion of the transaction is now subject only to the approval of the TSX Venture Exchange. The companies anticipate that upon receiving final approval, the transaction should close by June 27, 2008.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

If this Report is being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102, state the reasons for such reliance.

Not applicable.

Item 7 Omitted Information

State whether any information has been omitted on the basis that it is confidential information.

No information has been intentionally omitted from this form.

Item 8 Executive Officer

Give the name and business telephone number of an executive officer of your company who is knowledgeable about the material change and the Report, or the name of an officer through whom such executive officer may be contacted.

Brian Groves, President
615 – 800 West Pender Street
Vancouver, BC V6C 2V6
Telephone: (604) 484-6317

Item 9 Date of Report

DATED at Vancouver, British Columbia, 20th day of June, 2008.