**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.

July 9, 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 July 9, 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") (TSX VENTURE: SKV) announces today that all of the conditions to the acquisition of Wildrose Resources Ltd. ("Wildrose") by Skygold, pursuant to a plan of arrangement under the *Business Corporations Act* (British Columbia) have been satisfied and the acquisition has now been completed.

**Item 5 Full Description of Material Change**

**Skygold Ventures Ltd.** ("Skygold") (TSX VENTURE: SKV) announces today that all of the conditions to the acquisition of Wildrose Resources Ltd. ("Wildrose") by Skygold, pursuant to a plan of arrangement under the *Business Corporations Act* (British Columbia) have been satisfied and the acquisition has now been completed.

Skygold is pleased to announce the election of two new directors, Mr. Christopher Lattanzi and Mr. James Clare, to the Board of Directors of Skygold at the annual and special meeting of shareholders held on June 13, 2008.

Christopher Lattanzi is a mining engineer and was President of Micon International Limited, mineral industry consultants from its founding in 1988 to mid-2005. He has been active in the consulting area since 1967 when he joined David S. Robertson & Associates, Micon's predecessor firm. Prior to joining Robertson & Associates, he was in charge of mine design and operation for Canada's first oil sands operation. He has directed or participated in the preparation of feasibility studies for mineral deposits in Canada, the United States, Africa, Europe and Asia. These projects have involved base metals, precious metals and potash, and initial capital expenditures of up to about $500 million. Mr. Lattanzi recently served as Chairman and lead director of Meridian Gold Corp. prior to that company's merger with Yamana Resources Inc.

James Clare is a lawyer at Fraser Milner Casgrain LLP in Toronto specializing in Mining, Corporate Securities, and Mergers and Acquisitions. Mr. Clare has worked at the Ontario Securities Commission in the Corporate Finance Branch and on numerous resource transactions in the resource sector. He has significant experience in Canadian and international public and private corporate finance transactions, representing both issuers and underwriters. He has also advised public issuers on general corporate and securities law matters including stock exchange listings, continuous disclosure obligations and other regulatory compliance issues. Mr. Clare also serves as a director of Riverside Resources Inc.

As a condition of the acquisition of Wildrose by Skygold, Wildrose was permitted to identify one representative to be appointed to the board of directors of Skygold. Prior to closing of the acquisition, Wildrose identified Rupert Legge, LL.B as its representative. Mr. Legge is currently the Senior Vice President, Legal Affairs and Corporate Secretary for Plutonic Power Corporation, a company listed on the Toronto Stock Exchange that is developing "run of river" hydro-electric power generation projects. Prior to joining Plutonic in January 2008, Mr. Legge practiced securities and corporate finance law for more than 20 years at a major Vancouver law firm.

Mr. Brian Groves, President and CEO of Skygold commented, "Skygold is very fortunate to have the three new directors join the Board. Each brings key skill sets to the Board as Skygold advances the Spanish Mountain Project. All gentlemen will contribute significantly to the company both at the project and corporate levels."

**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, 16th day of July, 2008.