

This is the form of material change report required under Section 85(1) of the Securities Act of British Columbia.

**FORM 53-901.F**  
(Previously Form 27)

**SECURITIES ACT**

**MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE ACT.**

1. Reporting Issuer  
  
**Uganda Gold Mining Ltd.**  
947 Frederick Road  
Vancouver, BC, V7K 1H7  
Phone No. (604) 984-7798  
Fax (604) 984-7761
2. Date of Material Change August 16, 2004
3. Press Release  
August 16, 2004 through the facilities of the Market News Publishing, and Vancouver Stockwatch.
4. Summary of Material Change  
See attached news release dated for reference August 16, 2004
5. Full Description of Material Change  
See attached news release dated for reference August 16, 2004
6. Reliance on Section 85(2) of the Act  
Not Applicable
7. Omitted Information  
Not Applicable
8. Senior Officers  
Al Beaton, President
9. Statement of Senior Officer  
The foregoing accurately discloses the material change referred to herein.

Dated at Vancouver, British Columbia August 16, 2004.

Yours truly,  
**Uganda Gold Mining Ltd.**

Per: *Al Beaton*  
Al Beaton, *President*

**Uganda Gold Mining Ltd.**  
**947 Frederick Road, Vancouver, BC**  
**V7K 1H7**

**NEWS RELEASE**

**August 16, 2004**

**Trading Symbol (TSX:UGM)**

**Property Acquisitions**

**Vancouver, British Columbia** Uganda Gold Mining Ltd. is pleased to announce that TVX Venture Exchange has approved the option the company has entered into regarding the LD claims covering a mineral property that has been named the **LODE** property. It consists of two claims comprising 29 units located in the New Westminster Mining Division near Harrison Lake. The option payments total 500000 shares over a period of two years to the owner David Schussler.

Exploration in the past consisted of soil sampling that showed some anomalous values, and selected grab sampling that gave some high values.

Diamond drilling in 1975 cut the following intersection:

Diamond drill hole #3:

2.75 g gold over 21.0 meters  
this included 11.0 g gold over 2.13 meters

Diamond drill hole #7:

Minor values only

Diamond drill hole #8:

3.10 g gold over 6.1 meters

Diamond drill hole #9:

3.12 g gold over 15.5 meters  
this included 15.52 g gold over 1.52 meters

Diamond drill holes #8 and #9 were drilled from the same set-up, while #3 was drilled about 60 meters to the east and #7 was drilled 25 meters to the south. Other drill holes, if any are not known. The intersections all appear to be from an east-west striking steeply dipping structure. These drill holes were drilled at various dip angles and the true width of the intersections are therefore less than noted above. The company has no knowledge about the quality of the sampling or the assaying of the core from the 1975 drilling and can therefore not guaranty the correctness of the above values.

Another diamond drill program was carried out in 1996 under the supervision of and the core logging and sampling by independent consultant Christopher Baldys, P. Eng. The results are therefore considered reliable.

Diamond drill holes #1, #2 and #3 were drilled to intersect the linear structure located in 1975 at greater depth. The intersections were all low grade and not of much interest.

Another four holes were drilled 50 to 80 meters northeast of all previous drilling.

Diamond drill hole #4:

2.65g gold and 35.1g silver over 15.2 meters

Diamond drill hole #5

1.35g gold and 107.5g silver over 23.0 meters

this includes 4.59g gold and 382.5g silver over 6.0 meters.

These holes were drilled from the same set-up with #4 dipping at 45 degrees and #5 being vertical. Hole #4 appears to be nearly true width across south dipping mineralization while the true width of the #5 hole intersection may be about half of the noted width.

Diamond drill holes #6 and #7 were drilled 30 meters to the east and cut only the top of oxidized mineralization – low values were noted.

The geology and relationship of the mineralized area is largely unknown and the company intends to map the geology in some detail before further diamond drilling.

For further information, contact Allan Beaton, President, Uganda Gold Mining Ltd. at (604)984-7798, Fax: (604)984-7761, Web site: [www.ugandagold.com](http://www.ugandagold.com)

*The TSX Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of this release.*