

Form 51-102F3
Material Change Report

PART 1 CONTENT OF 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.

Uganda Gold Mining Ltd.
Suite 307, 455 Granville Street
Vancouver, BC
V6C 1T1

Item 2 Date of Material Change

State the date of the material change.

September 27, 2004.

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.

Released at Vancouver, BC on September 30, 2004 via Canada NewsWire.

Item 4 Summary of Material Change

Uganda Gold Mining Ltd. announced that it has signed an agreement with Kilembe Mines Ltd. on September 27, 2009⁴ whereby the Corporation can earn a 70% interest in the Kilembe Copper-Cobalt Mine in western Uganda by financing and carrying out exploration and completing a bankable feasibility study.

Item 5 Full Description of Material Change

Uganda Gold Mining Ltd. announced that it has signed an agreement with Kilembe Mines Ltd. on September 27, 2009⁴ whereby the Corporation can earn a 70% interest in the Kilembe Copper-Cobalt Mine in western Uganda by financing and carrying out exploration and completing a bankable feasibility study.

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.

INSTRUCTION

Refer to subsections 7.1 (4), (5), (6) and (7) of National Instrument 51-102 concerning continuing obligations in respect of reports filed under subsection 7.1(2) or (3) of National Instrument 51-102.

Item 7 Omitted Information

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

None.

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.

Allan Beaton, President
(604)984-7798

Item 9 Date of Report

January 12, 2005.