

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and Address of Company

Pure Gold Minerals Inc.
1255 West Pender Street
Vancouver, B.C. V6E 2V1

Item 2 Date of Material Change

May 17, 2006

Item 3 News Release

May 17, 2006

Item 4 Summary of Material Change

Gordon Keevil, Director of Pure Gold Minerals Inc. ("**Pure Gold**" or the "**Company**") is pleased to announce that the Company has entered into an agreement with De Beers Canada Inc. ("**De Beers**") to earn up to an 85% working interest in six projects in Nunavut.

Item 5 Full Description of Material Change

**PURE GOLD MINERALS AND DE BEERS CANADA INC.
TO ENTER INTO AGREEMENT TO EXPLORE AND DEVELOP
"HIGH ARCTIC PROPERTY PORTFOLIO"**

Gordon Keevil, Director of Pure Gold Minerals Inc. ("**Pure Gold**" or the "**Company**") is pleased to announce that the Company has entered into an agreement with De Beers Canada Inc. ("**De Beers**") to earn up to an 85% working interest in six projects in Nunavut. The properties within the High Arctic Portfolio include Baffin Island, Eden Point, Muskox Hill, Chartrand Lake, Byron Bay and Mount Pelly (the "**Properties**") comprising 10.8 million hectares (26.8 million acres). The option agreement requires Pure Gold to spend \$5 million on exploration of the Properties in each of the years 2006, 2007 and 2008 and issue to De Beers 7.5 million shares upon formal approval of the agreement and a further 5 million shares on each of the first and second anniversaries, if Pure Gold elects to continue with the option agreement. De Beers has also agreed to acquire, under a private placement, 6 million units at the lessor of \$0.10 per unit or the price of a Private Placement the Company will complete to fund the initial year's exploration of the Properties. Each unit consists of a common share and one-half of one common share purchase warrant, exercisable at a price

of \$0.12 per share for a period of two years. De Beers will also have the option, if Pure Gold elects to proceed with the second and third years of the option agreement, to complete a further private placement of 5 million units under similar terms at the market price of the common shares at the time of the issuance of these units. De Beers will continue to operate the projects on behalf of the parties under the supervision of the Technical Management Committee, and has the right to appoint members to the Board of Pure Gold commensurate with De Beers' percentage common shares ownership of Pure Gold. Over a certain threshold value De Beers has a back-in option to acquire an undivided 70% interest in the Properties with Pure Gold having a 30% interest.

Baffin Island is the most advanced property within the portfolio. To date, De Beers has spent approximately \$16 million on exploration and considers it to be one of their most prospective exploration targets in northern Canada. Of the \$5 million commitment in 2006, Pure Gold intends to spend at least \$2.5 million on this property. Highlights of the Baffin Island property include numerous well-defined kimberlite boulder trains, and highly prospective mineral chemistry results, based on the analysis of both the kimberlite boulders and till samples. Micro diamond analyses on 11 separate pieces of kimberlite float (348.8 kg) returned a total of 940 diamonds. Microdiamond analyses were done at two separate laboratories by caustic fusion process. Samples were sent to Kennecott Canada Exploration Inc. Mineral Processing Laboratory and SGS Lakefield Research Limited. A further 480 kg from four other boulder trains were sent for analysis to the De Beers Microdiamond Laboratory in Kimberley, South Africa. Results of these analyses are expected in August. In late 2005, a narrow kimberlite dyke with highly prospective mineral chemistry results was discovered. Exploration in 2006 will include follow-up geophysics and diamond drilling of the newly discovered kimberlite dyke. In addition, extensive prospecting and geological mapping of the kimberlite boulder trains, along with further airborne and ground geophysics and diamond drilling, will be carried out to locate the source of the kimberlite boulder glacial dispersal trains. De Beers is the operator of these exploration programs, Donald R. Boucher Professional Geologist and De Beers' Technical Manager, Joint Venture Projects, is the Qualified Person pursuant to National Instrument 43-101.

The **Muskox Hill** property which, covers all of Prince of Wales Island, and the Eden Point property, which covers all of the open area of Devon Island, were acquired by De Beers based on historic kimberlite indicator mineral results from stream sediment samples that were collected over twenty years ago during very broad regional stream sediment sampling programs. Positive kimberlite indicator mineral results have been recently identified by De Beers on all of these Properties and form the basis of the 2006 Programs. De Beers now considers any indicator mineral results from this sampling as being highly significant and warranting follow-up exploration. Programs in 2006 on the Muskox Hill and the Eden Point permit blocks will consist of follow-up detailed stream sediment sampling for kimberlite indicator minerals, along with prospecting and geological mapping. Pure Gold and De Beers are pleased to have completed an agreement covering such a broad and diverse portfolio of properties in a strategic area of diamond potential in northern Canada. This area is also actively being explored by Twin Mining, Patrician Diamonds, Stornoway Diamonds, Diamondex/Kennecott Exploration and BHP Billiton. It will be one of the focus areas of diamond exploration in Canada in 2007. Pure Gold, through this agreement with De Beers, will now be a major participant in the exploration of this region.

CORPORATE UPDATE

Pure Gold is pleased to announce that it has entered into an agreement with Pacific International Securities Inc. (the “**Agent**”), to raise up to \$8,400,000 by way of a best efforts private placement (the “**Offering**”). Each Unit consists of one common share and one half of one common share purchase warrant, and each FT Unit consists of one flow-through common share and one half of one common share purchase warrant. The warrants (“**Warrants**”) attached to the Units and FT units have the same terms. Each Warrant is exercisable into one non-flow through common share for two years from the closing date, except that if over a period of twenty consecutive trading days, the weighted average closing price of the common shares on the Toronto Stock Exchange exceeds two times the exercise price, the Company may give notice in writing to the Warrant holders within 30 days of such an occurrence that the Warrants shall expire on the 30th day following the giving of such notice unless exercised by the holders prior to such date.

The total number of securities to be issued pursuant to the Offering will exceed 25% of the issued and outstanding common shares of the Company. As a result, the rules of the Toronto Stock Exchange require that the Company obtain the approval of the shareholders to the Offering. Management of the Company will be seeking such approval at a Special Meeting of shareholders to be held on July 5, 2006. The Offering Price of the Units and the FT Offering Price of the FT Units will be negotiated based on the closing price of the Company’s common shares on the Toronto Stock Exchange after five days of trading subsequent to this announcement. Closing of the Offering will occur concurrently with shareholder approval of dilution to the Company in excess of 25%, and all other required regulatory, and exchange approvals.

The Company also announces that Mr. Donald Sheldon has resigned as President of the Company. Mr. Gordon Keevil has been appointed as President in Mr. Sheldon’s place. Mr. Sheldon remains a Director of the Company and in recognition of his long service to the Company has also been appointed Chairman of the Board. The Company would like to express its thanks to Mr. Sheldon for his contributions to the Company during his position as President for the last 15 years.

Mr. Keevil graduated from Queen’s University with a Bachelor of Science (Hon.) in Geology and is a designated Professional Geologist in the Province of Alberta. He has over 25 years of technical and corporate experience related to the management and operation of resource companies. Mr. Keevil has focused his professional efforts towards junior listed companies involved in mineral exploration and development. He is currently a director of Desert Gold Ventures Inc., President and Director of Cross Lake Minerals Ltd., and President and Director of Selkirk Metals Corp.

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

NIL

Item 7 Omitted Information

NIL

Item 8 Executive Officer

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Item 9 Date of Report

June 13, 2006