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

August 10, 2006

Item 3 News Release

August 11, 2006

Item 4 Summary of Material Change

Gordon Keevil, President of Pure Gold Minerals Inc. ("**Pure Gold**" or the "**Corporation**"), is pleased to announce that further to the Corporation's news releases dated May 17, 2006 and June 13, 2006, the Corporation has closed the brokered private placement through Pacific International Securities Inc.

The Corporation also announced it has also raised $184,000 in proceeds from a non-brokered private placement, issuing 350,000 flow-through shares at $0.06 per share and 2,716,668 units on the same terms as for the brokered placement.

Further to the news releases dated July 26, 2006, the Corporation also announced that the private placement with De Beers Canada Inc. ("**De Beers**") has closed contemporaneous with closing of the brokered private placement, De Beers acquired 10,000,000 units at $0.06 per unit.

Item 5 Full Description of Material Change

CORPORATION CLOSES $3,619,320 BROKERED PRIVATE PLACEMENT AND $184,000 NON-BROKERED PRIVATE PLACEMENT

Gordon Keevil, President of Pure Gold Minerals Inc. ("**Pure Gold**" or the **"Corporation**"), is pleased to announce that further to the Corporation's news releases dated May 17, 2006 and June 13, 2006, the Corporation has closed the brokered private placement through Pacific International Securities Inc. (the "**Agent**"). The Agent placed 52,145,000 flow-through shares at $0.06 per share and 8,177,000 units (the "**Units**") at $0.06 per Unit (collectively the "**Offered Securities**"). Each Unit consists of one common share and one-half of one common share purchase warrant, each warrant entitling the holder to purchase one common share at an exercise price of $0.09 per common share for a period of 18 months from August 10, 2006 (the "**Closing Date**").

The Agent received a fee equal to 7% of the total gross proceeds raised payable in the amount of $155,361.84 cash and 1,633,176 units ("**Commission Units**"). Each Commission Unit consists of one non flow-through common share of the Corporation and one-half of one common share purchase warrant (each whole warrant a "**Commission Warrant**"). Each Commission Warrant entitles the holder to purchase one common share of the Corporation ("**Commission Warrant Share**") at an exercise price of $0.09 per share for a period of 18 months from the Closing Date. In addition, the Agent received 6,032,200 Agent's options equal to 10% of the number of Offered Securities sold, which are exercisable for a period of 18 months from the Closing Date at a price of $0.07 per share.

The Corporation has also raised $184,000 in proceeds from a non-brokered private placement, issuing 350,000 flow-through shares at $0.06 per share and 2,716,668 units on the same terms as for the brokered placement. The Corporation has paid a finder's fee equal to 5% of the gross proceeds received from the sale of the portion of the flow-through shares and units for which that finder arranged, payable in cash.

The flow-through proceeds raised in this offering will be used for general exploration expenditures which will constitute Canadian exploration expenses (as defined in the Income Tax Act) and will be renounced for the 2006 taxation year.

Further to the news releases dated July 26, 2006, the Corporation also announces that the private placement with De Beers Canada Inc. ("**De Beers**") has closed contemporaneous with closing of the brokered private placement, De Beers acquired 10,000,000 units at $0.06 per unit. Each unit consists of a common share and one-half of one common share purchase warrant, exercisable at a price of $0.09 per share until July 19, 2008.

These private placements, along with the Corporation's recently completed Rights Offering, give the Corporation additional exploration funds necessary to complete the required work programs on its existing properties and, in turn, allows the Corporation to acquire and to explore new properties it is currently evaluating.

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

Eugene Beukman
Vice President
(604) 687-2038
www.puregold.ca

Item 9 Date of Report

August 18, 2006