

MATERIAL CHANGE REPORT

FORM 51-102F3

1 – Name and Address of Company:

SIMBERI GOLD CORP. ("Simberi")
347 Bay Street, Suite 700
Toronto, ON M5H 2R7

2 – Date of Material Change:

August 24, 2005.

3 – News Release:

A news release was made public on August 24, 2005 and disseminated through the facilities of CCN Matthews Newswire Service.

4 – Summary of Material Change:

For more information, attached hereto is a copy of the Press Release.

5 – Full Description of Material Change:

For more information, attached hereto is a copy of the Press Release.

6 – Reliance on Subsection 7.1 (2) or (3) of NI 51-102:

Not Applicable.

7 – Omitted Information:

No information omitted.

8 – Executive Officer

For further information, kindly contact:

Mike Newbury
Chairman
Telephone: (416) 815-8666

9 – Date of the Report

August 24, 2005

Toronto – August 24, 2005 – Simberi Gold Corporation (TSX-V: SAU) – Simberi Gold Corporation (“Simberi”) is pleased to announce that Neil Novak has joined the Board of Directors of the Corporation. Mr. Novak has over 27 years of experience in the mining industry and is currently President and Chief Executive Officer of Spider Resources Inc., as well as President of Billiken Management Service Inc., a geological consulting company.

Mr. Norman Brewster has resigned as a director of the Corporation in order to devote more of his efforts towards PGM Ventures and the development in the Aguas Tenidas Mine in Spain.

The Corporation also announces that it has granted to its directors and officers of the Corporation, options to acquire an aggregate 5,250,000 common shares of Simberi. The options are exercisable at \$0.10 for a period of 5 years from the date of grant.

Simberi Gold Corporation is a junior resource company that is focused on the exploration and/or acquisition of developed low cost gold production throughout the world. The Company’s objective is to aggressively explore the potential for investing in a number of precious and or base metal properties with the aim to become metal producer.

To find out more about Simberi Gold Corporation (TSX-V: SAU), please contact Mike Newbury at (416) 815-8666 or visit our website at www.siberigold.com.

This press release includes certain “Forward-Looking Statements” within the meaning of the US Private Securities Reform Act of 1995. Other than statements of historical fact, all statements are “Forward-Looking Statements” that involve such various known and unknown risks, uncertainties and other factors. There can be no assurance that such statements will prove accurate. Results and future events could differ materially from those anticipated in such statements. Readers of this press release are cautioned not to place undue reliance on these “Forward-Looking Statements”. All dollar amounts are Canadian dollars unless otherwise noted.

The TSX Venture Exchange Inc. has neither approved nor disapproved the information herein contained.