TML VENTURES INC.

FORM 51-102F3

NATIONAL INSTRUMENT 51-102

MATERIAL CHANGE REPORT UNDER SECTION 7.1 OF NI 51-102

Item 1. Name and Address of Company

TML Ventures Inc. ("TML" or the "Company")
1255 West Pender Street
Vancouver, BC V6E 2V1

Item 2. Date of Material Change

June 3, 2004.

Item 3. News Release

A press release was issued in Vancouver, British Columbia on June 3, 2004 and was disseminated through Stockwatch and Market News and copies were filed on SEDAR with the TSX Venture Exchange, the British Columbia Securities Commission, the Alberta Securities Commission and the Saskatchewan Securities Commission.

Item 4. Summary of Material Change

TML announced that the Plan of Arrangement ("the Arrangement") between TML and its wholly owned subsidiary, Desert Gold Ventures Inc. ("Desert Gold") has received final acceptance from the TSX Venture Exchange (the "Exchange"). All required approvals have now been received.

TML also announced that it has formed a new company, called Naviten Technologies GmbH in partnership with Daniel Marbach, owner of interconti Industrie GmbH in Marl, Germany.

TML has entered into an agreement with Bolder Investment Partners, Ltd. pursuant to which Bolder has agreed to use its best efforts to sell by way of private placement 2,500,000 units at a price of $0.30 per unit for gross proceeds of $750,000.

Item 5. Full Description of Material Change

Further to the proposed reorganization announced in its news releases of February 10 and May 3, 2004, the Arrangement between TML and Desert Gold has received final acceptance from the Exchange. All required approvals have now been received.

The reorganization of the TML's business allows shareholders to separately benefit from the Desert Gold opportunity and the antenna business of TML. As a result, TML shareholders will receive two shares in Desert Gold for each TML share held.

Effective at the opening on June 4, 2004, Desert Gold will commence trading on the Exchange under the symbol "DGV".

Trading of TML's common shares will be halted at the opening on June 4, 2004, pending an Exchange review on whether TML meets the Exchange's Minimum Listing Requirements.

To that end, TML has formed a new company, called Naviten Technologies GmbH ("Naviten") in partnership with Daniel Marbach ("Marbach"), owner of interconti Industrie GmbH ("interconti") in Marl, Germany. interconti is a leading manufacturer and distributor of parts and accessories for the automotive OEM and aftermarkets. interconti was founded in 1959, and had sales of over €30 million in 2003. interconti has modern production facilities in Germany, eastern Europe and the far east. See www.interconti.net/.

Naviten's business is the manufacturing, marketing and selling of innovative communications products such as antennas, infotainment and navigation systems and cable sets to the automotive OEM and aftermarkets, worldwide, from its German hub. Naviten commenced operations on April 9, 2004, and it presently employs four persons. Based on management prepared financial information, Naviten's revenue from the commencement of its operations until May 24, 2004 was €16,000, with a backlog of unfilled orders as at that date of €87,000.

Naviten is owned by TML and Daniel Marbach as to 50% each. The initial capital of €25,000 has been provided in the same ratio. Marbach and TML entered into an agreement (the "Naviten Agreement") dated March 19, 2004 pursuant to which:

(a) each of Marbach and TML is required to invest in Naviten an additional €37,500 as an interest free loan payable on or before March 15, 2005;

(b) TML will, subject to Exchange approval, advance to Naviten €500,000 as an interest-free loan as to €100,000 on March 1, 2004, €150,000 on June 1, 2004 and as to €250,000 on September 1, 2004. The loan is for a term of 5 years, with the option for either party to convert the loan into an interest-bearing long term loan;

(c) Marbach has agreed to make available to Naviten all of Marbach's distribution rights with respect to its product portfolios for Visteon

(d) Marbach will have the right of first refusal for the production of Naviten's products;

(e) Marbach must provide to Naviten office space in Marl, Germany and services such as quality control, accounting, product certification and purchasing; and

(f) Marbach has agreed to finance Naviten's purchase and logistic costs until September 1, 2004.

The directors of Naviten are Peter Mueller, who is also a director of TML, Franz Gehriger and Daniel Marbach, and Sven Peters is the managing director.

Mr. Daniel Marbach has worked in technology management since 1994. He first formed his own company (which is now an active subsidiary of interconti), then on January 1, 2000 he acquired interconti as part of a management buyout, acquiring sole control shortly thereafter. This included the purchasing organization in the Far East as well as joint ventures in China, Indonesia and America. interconti Industrie GmbH is a development and production supplier of the automobile industry for antennas, loudspeakers, wiring harnesses, antenna wiring as well as miscellaneous accessories for the OEM aftermarket. The Eastern European activities of the enterprise were expanded at the beginning of 2002 through the formation of a new company in Romania which has taken on the production of automobile-series-specific antenna lines, wiring harnesses and antenna production. The entire interconti Group generated turnover of 30 million euros in 2003, through its global purchasing and production capacity.

Mr. Gehriger is a native of Switzerland who has spent the last 20 years living between Europe and Canada. Franz Gehriger provides proficiency in many facets of international real estate investment, management and finance. He studied at the Swiss Business University of St. Gallen, and in Canada at the University of British Columbia. In the late 1970's he was employed with a large Swiss bank with responsibilities in international financing and taxation. In the 1980's he became President of Polaris Realty (Canada) Ltd.

Mr. Peters is an electrical engineer with over ten years experience in antenna design, evaluation and implementation, and telematics systems at Allgon System Handels GmbH and at Thede Zeit und Leistung GmbH., both in Germany. At Thede he was manager responsible for business, projects and marketing for their telematics/mobile communications product line. He has an engineering degree from Hochschule Bremen, and completed his diploma work at Daimler Benz Aerospace.

TML has entered into an agreement with Bolder Investment Partners, Ltd. (“Bolder”) pursuant to which Bolder has agreed to use its best efforts to sell by way of private placement 2,500,000 units at a price of $0.30 per unit for gross proceeds of $750,000. Each unit will consist of one common share of TML and one-half of one transferable share purchase warrant. Each whole warrant will entitle the holder to purchase one additional common share of TML at a price of $0.35 until the first anniversary of the completion of the financing. Under the agreement with Bolder, TML will pay Bolder a cash commission of 8% of the gross proceeds of the offering and issue to Bolder 50,000 common shares of TML. Bolder will also receive that number of warrants (the "Agent's Warrants") equal in number to 15% of the aggregate number of units sold. Each Agent's Warrant will entitle Bolder to purchase one common share of TML at a price of $0.35 until the first anniversary of the completion of the financing.

The transactions described in this news release constitute a change of business under the rules of the Exchange. The Exchange has advised TML that its shares will be delisted upon the shares of Desert Gold being listed. However, TML may avoid delisting by satisfying the Exchange, by July 31, 2004, that it meets the Exchange’s minimum listing requirements. TML intends to rely upon the transactions described above to meet these requirements, though there can be no assurance that it will be successful.

Completion of the transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and disinterested shareholder approval. The transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the Filing Statement that is to be prepared in connection with the transaction, any information released or received with respect to the COB may not be accurate or complete and should not be relied upon. Trading in the securities of TML Ventures Inc. should be considered highly speculative.

Bolder Investment Partners Ltd., subject to completion of satisfactory due diligence, has agreed to act as sponsor to TML in connection with the transaction. An agreement to sponsor should not be construed as any assurance with respect to the merits of the transaction or the likelihood of completion.

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

This report is not being filed on a confidential basis.

Item 7. Omitted Information

No information has been omitted.

Item 8. Executive Officer

Donald R. Sheldon, President, at (604) 687-2038.

Item 9. Date of Report

DATED at Vancouver, this 8th day of June, 2004.

TML VENTURES INC.

Per:
(signed) "Donald R. Sheldon"

Donald R. Sheldon, President