DESERT GOLD 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

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

Item 2. Date of Material Change

October 13, 2005

Item 3. News Release

A press release was issued in Vancouver, British Columbia on October 13, 2005 and was disseminated through Stockwatch and Market News and copies were filed on SEDAR with the TSX Venture Exchange, the British Columbia Securities Commission and the Alberta Securities Commission.

Item 4. Summary of Material Change

The Company announced that it has arranged, subject to approval of the TSX Venture Exchange (the "**Exchange**"), a convertible promissory note financing in the principal amount of $100,000, due on October 15, 2010 and bearing interest at a rate per annum of 10%.

The Company also announced that it has made an application to the Exchange to extend the expiry date and amend the exercise price of an aggregate of 1,400,000 outstanding common share purchase warrants (the "**Warrants**") which were originally issued on October 22, 2004, are exercisable at a price of $0.32 and expire on October 22, 2005.

Item 5. Full Description of Material Change

The Company announced that it has arranged, subject to approval of the TSX Venture Exchange (the "Exchange"), a convertible promissory note financing in the principal amount of $100,000, due on October 15, 2010 and bearing interest at a rate per annum of 10%. The convertible note may be converted at the option of the holder into units of Desert Gold at a price per unit of $0.10 for the first two years from the date of issuance of the convertible note, increasing at the rate of 10% per annum in each subsequent year. Each unit will consist of one common share and one share purchase warrant, each warrant entitling the holder to acquire one common share of Desert Gold at a price per share of $0.12 (subject to adjustment such that at no time is the warrant exercise price less than the conversion price of the convertible note) on or before the earlier of the second anniversary of the date of issuance of the warrant and October 15, 2010. One of the investors will be Donald R. Sheldon, the President, a director and a principal shareholder of Desert Gold. Proceeds from the financing will used by Desert Gold to further its exploration program on its Goldbanks Property in Nevada and for general working capital.

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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 18th day of October, 2005.