

Form 51-102F3

Material Change Report

Item 1: Name and Address of Company

DESERT GOLD VENTURES INC.
Suite 800, 1199 West Hastings Street
Vancouver, British Columbia V6E 3T5

(“Desert Gold” or the “Company”)

Item 2 Date of Material Change

June 8, 2009

Item 3 News Release

The news release was disseminated on June 4, 2009 by way of the facilities of Vancouver Stockwatch and Market News. Copies were also forwarded to the British Columbia Securities Commission, Alberta Securities Commission via SEDAR.

Item 4 Summary of Material Change

The Company received shareholder approval and acceptance by the TSX Venture Exchange to implement a program to acquire holdings of less than 400 common shares in exchange for their fair market value and to consolidate all of the issued common shares of Desert Gold on the basis of 4, or such lesser amount as the directors may determine, pre-consolidation common shares for 1 post-consolidation common share; and the directors have determined that the consolidation ratio shall be on the basis of 4 to 1.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please see the attached press release.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Eugene Beukman, President and Chief Executive Officer

Business Telephone: (604) 687-2038

Facsimile: (604) 687-3141

Item 9 Date of Report

June 10, 2009

NEWS RELEASE

Desert Gold Ventures Inc.

Suite 800 – 1199 West Hastings Street
Vancouver, B.C. V6E 3T5
Tel.: (604) 687-2038 Fax: (604) 687-3141

June 4, 2009

TSX Venture Symbol: DAU

SMALL SHAREHOLDER PROGRAM

Vancouver, B.C. – At the Special Meeting of the shareholders (the “**Meeting**”) of Desert Gold Ventures Inc. (“**Desert Gold**” or the “**Company**”), held on Tuesday, May 19, 2009 at 9:00 a.m., the Company’s shareholders passed a special resolution, the implementation of which will result in the elimination of all shareholdings of less than 400 shares in exchange for a cash payment.

The Company has a large number of shareholders holding small numbers of common shares (the “**Small Shareholders**”), so small that it is probably uneconomic for them to sell the shares. Desert Gold also incurs significant mailing costs in sending materials to small shareholders that are required to be sent to them, and in servicing their accounts through Desert Gold’s registrar and transfer agent.

Having obtained shareholder approval and acceptance by the TSX Venture Exchange (the “**TSX**”), the Company has decided to address these issues by implementing a program to acquire holdings of less than 400 common shares (“**Small Shareholdings**”) in exchange for their fair market value. The Small Shareholdings will be acquired through a consolidation of the common shares on a 1 for 400 basis (the “**Small Shareholder Consolidation Date**”) effective 12:01 a.m. on June 7, 2009, the cancellation of fractional shares, and the subsequent subdivision of the remaining shares on a 400 for 1 basis effective 12:01 a.m. on June 8, 2009 (the “**Small Shareholder Subdivision Date**”). Shareholders whose shares are cancelled pursuant to this process will be entitled to receive a cash payment equal to the number of pre-consolidation common shares held by such holder multiplied by \$0.15, being the weighted average trading price per pre-consolidation common share on the TSX during the ten consecutive trading days ending on and including the trading day immediately prior to May 19, 2009. Small Shareholders are entitled to such payment on or before the second anniversary of the Small Shareholder Subdivision Date conditional upon receipt by the Company of the necessary documentation and evidence of Small Shareholdings.

The Company believes that most of the Small Shareholders would welcome the opportunity to dispose of their shares without incurring a brokerage commission.

SHARE CONSOLIDATION

Further to the Company’s news releases of February 27, 2009 and April 22, 2009, at the Meeting the Company’s shareholders also passed a special resolution to consolidate all of the issued common shares of Desert Gold on the basis of 4, or such lesser amount as the directors may determine, pre-consolidation common shares for 1 post-consolidation common share; and the directors have determined that the consolidation ratio shall be on the basis of 4 to 1.

Having obtained shareholder approval and TSX acceptance, subsequent to the implementation of the Small Shareholder Program and effective June 8, 2009 (5:00 p.m. Pacific Standard Time), all of the issued common shares of Desert Gold will be consolidated on the basis of 4 pre-consolidation common shares for 1 post-consolidation common share.

At opening of trading on June 5, 2009, the CUSIP number of the Company will change to 25039N309, however the name and symbol will not change.

A full description of the transactions summarized above is contained in the Company's Management Information Circular dated April 14, 2009, which has been filed on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) and is available for viewing under the Company's name at www.sedar.com.

On Behalf of the Board of Directors:

"Eugene Beukman"

Eugene Beukman, President and Director

For further information on Desert Gold Ventures Inc. please visit our website at: www.desertgold.ca

This release includes certain statements that may be deemed to be "forward-looking statements" within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. All statements in this release, other than statements of historical facts, that address future production, reserve potential, exploration and development activities and events or developments that the Company expects, are forward-looking statements. Although management believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance, and actual results or developments may differ materially from those in the forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices, exploration and development successes, continued availability of capital and financing, and general economic, market or business conditions. Please see our public filings at www.SEDAR.com for further information.