WESCAN GOLDFIELDS INC.

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

Wescan Goldfields Inc. (the "**Corporation**")
300, 224 – 4th Avenue S.
Saskatoon, Saskatchewan
S7K 5M5

2. Date of Material Change

December 16, 2004

3. News Release

On December 16, 2004, the Corporation issued a press release disclosing the nature and substance of the material change **(a copy of which is attached as Schedule "A" to this Material Change Report)**.

4. Summary of Material Change

The Corporation has announced the completion of its private placement of 2,394,000 units, each unit consisting of one common share and one half common share purchase warrant ("Units"), at a price of $0.25 per Unit and 2,680,393 flow-through common shares ("Flow-Through Shares") at a price of $0.30 per Flow-Through Share, for aggregate gross proceeds of $598,500 from the Unit offering and $805,920 from the Flow-Through Share offering from subscribers resident in the Provinces of British Columbia, Alberta, Saskatchewan, Manitoba and Ontario. In addition, the Corporation paid $60,546 in finders' fees equal to 5% of the gross proceeds raised by a finder under the offerings and issued 242,183 compensation warrants equal to 5% of the gross proceeds sold by such finder in connection with the offerings.

5. Full Description of Material Change

See the press release attached as Schedule "A" to this Material Change Report for a full description of the material change.

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

Not applicable.

7. Omitted Information

No material information has been omitted from this report.

8. Executive Officer

For further information, please contact Mr. George Sanders, President, at (306) 664-2202.

9. Date of Report

DATED at Saskatoon, Saskatchewan this 28th day of December, 2004.

The foregoing accurately discloses the material change referred to herein.

WESCAN GOLDFIELDS INC.

Per: *"George Sanders"*
George Sanders
President

SCHEDULE "A"

Stock Symbol: WGF: TSX-VEN
WESCAN GOLDFIELDS INC.

December 16, 2004
Saskatoon, Saskatchewan

WESCAN COMPLETES PRIVATE PLACEMENTS FOR GROSS PROCEES OF $1,400,000

George Sanders, President of Wescan Goldfields Inc. ("Wescan"), reports that Wescan has completed, subject to final regulatory approval, a private placement of 2,394,000 Units of Wescan at a price of $0.25 per Unit and 2,680,393 Flow-Through Shares of Wescan at a price of $0.30 per share. Gross proceeds of $598,500 were received from the Unit offering and $805,920 from the Flow-Through offering all from subscribers resident in British Columbia, Alberta, Saskatchewan, Manitoba and Ontario. Each Unit consists of one common share and one half of one common share purchase warrant. Each whole warrant is exercisable into one common share for a period of 12 months from the closing date upon payment by the holder of $0.30 per share.

Wescan will pay $60,546 in finders' fees, equal to 5 per cent of the gross proceeds raised by a finder under the offerings and will issue 242,183 compensation warrants equal to 5 percent of the gross proceeds sold by such finder pursuant to the offering. Each compensation warrant will entitle the holder to acquire one common share at an exercise price of $0.30 per share for a period of 12 months following the closing date. All securities will be subject to a four month hold period in accordance with applicable securities laws.

Wescan will use the proceeds from the private placements for exploration of its La Ronge, Saskatchewan area gold properties and for working capital.

Wescan is a Canadian-based corporation engaged in the acquisition, exploration and development of mineral properties.

For further information please contact:

Kenneth E. MacNeill, Chairman and C.E.O. or George Sanders, President at (306) 664-2422.

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