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

September 28, 2005

3. News Release

On September 28, 2005, 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

Wescan Goldfields Inc. ("Wescan") is reporting the completion of the second and final closing of its non brokered private placement of an aggregate of 3,081,142 Units of Wescan at a price of $0.35 per Unit for gross proceeds of $1,078,399.70 and of an aggregate of 2,065,113 flow through shares at a price of $0.43 per share for gross proceeds of $887,998.59. Each Unit consists of one share and one half of one common share purchase warrant, with each whole warrant exercisable into one common share for a period of 12 months from September 28, 2005 upon payment by the holder of $0.45 per common share. All of the securities will be subject to a four-month hold period in accordance with applicable securities laws.

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) 664-2422.

9. Date of Report

DATED at Saskatoon, Saskatchewan this 28th of September, 2005.

SCHEDULE "A"

NEWS RELEASE WESCAN GOLDFIELDS INC.

Stock Symbol: WGF: TSX-VEN **September 28, 2005**
WESCAN GOLDFIELDS INC. **Saskatoon, Saskatchewan**

WESCAN COMPLETES $3,900,000 FINANCING

George Sanders, President of Wescan Goldfields Inc. ("Wescan") is pleased to report the completion of the second and final closing of its non brokered private placement of an aggregate of 3,081,142 Units of Wescan at a price of $0.35 per Unit for gross proceeds of $1,078,399.70 and of an aggregate of 2,065,113 flow through shares at a price of $0.43 per share for gross proceeds of $887,998.59. Each Unit consists of one share and one half of one common share purchase warrant, with each whole warrant exercisable into one common share for a period of 12 months from September 28, 2005 upon payment by the holder of $0.45 per common share. All of the securities will be subject to a four-month hold period in accordance with applicable securities laws.

Together with the first closing on September 22, 2005, the cumulative completed non brokered private placements amount to 5,437,628 Units of Wescan at a price of $0.35 per Unit for gross proceeds of $1,903,169.80 and 4,691,236 flow through shares at a price of $0.43 per share for gross proceeds of $2,017,231.48. Total gross proceeds are $3,920,401.28.

Finders' fees of 6% cash, totalling $95,404.40, and a 6% warrant fee, totalling 241,898 warrants, are payable on a portion of the second closing of these placements.

Wescan is a Canadian based corporation engaged in the acquisition, exploration and development of mineral properties. Shares of the Company trade on the TSX Venture Exchange under the trading symbol "WGF".

For further information please contact:

George Sanders, President or Wade MacBain, Corporate Development at (306) 664-2422.

-END-