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 19, 2006

3. **News Release**

   On December 21, 2006, 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 5,916,428 units, each unit consisting of one common share and one half of one common share purchase warrant ("Units"), at a price of $0.35 per Unit for aggregate gross proceeds of $2,070,750 from the Unit offering from subscribers resident in the Provinces of Alberta, Saskatchewan and Ontario. In addition, the Corporation paid $31,038 in finders' fees equal to 5% of the gross proceeds raised by a finder under the offerings and issued 66,194 finders' warrants equal to 5% of the gross proceeds sold by such finder in connection with the offerings.

   Shore Gold Inc. ("Shore"), an insider of the Corporation, participated in the Unit offering and increased its shareholdings from approximately 16% to approximately 19.5% of Wescan's issued and outstanding common shares. The board of directors of the Corporation reviewed Shore's participation in the Unit offering and determined that Shore's increase in shareholdings did not represent a change of control and was in the best interest of the Corporation. Neither the Corporation nor Shore has knowledge of any material information concerning the Corporation that has not been generally disclosed. The Corporation is relying on 5.5(2) and 5.7(2) of OSC Rule 61-501 with respect to exemptions from the formal valuation requirement and the minority approval requirement thereunder.

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. Maurice Lindsay, President, at (306) 664-2202.

9. Date of Report

DATED at Saskatoon, Saskatchewan this 19th day of December, 2006.

The foregoing accurately discloses the material change referred to herein.

WESCAN GOLDFIELDS INC.

Per: *"Maurice Lindsay"*
Maurice Lindsay
President

SCHEDULE "A"

Stock Symbol: WGF: TSX-VEN **December 21, 2006**
WESCAN GOLDFIELDS INC. **Saskatoon, Saskatchewan**

WESCAN COMPLETES PRIVATE PLACEMENT FOR GROSS PROCEEDS OF $2,070,750

Maurice Lindsay, President of Wescan Goldfields Inc. ("Wescan" or the "Corporation"), reports that Wescan has completed, subject to final regulatory approval, a non-brokered private placement of 5,916,428 Units of Wescan at a price of $0.35 per Unit on December 19, 2006. Gross proceeds of $2,070,750 were received from the Unit offering from subscribers resident in Alberta, Saskatchewan 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 $0.45 per share.

Wescan will pay $31,038 in finders' fees, equal to 5 per cent of the gross proceeds raised by a finder under the offerings and will issue 66,194 finders' warrants equal to 5 percent of the gross proceeds sold by such finder pursuant to the offering. Each finders' warrant will entitle the holder to acquire one common share at an exercise price of $0.45 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 and exchange regulations.

Shore Gold Inc., an insider of Wescan, participated in the Unit offering and increased its shareholdings from approximately 16% to approximately 19.5% of Wescan's issued and outstanding common shares. The board of directors of the Corporation reviewed Shore's participation in the Unit offering and determined that Shore's increase in shareholdings did not represent a change of control and was in the best interest of the Corporation. Neither the Corporation nor Shore has knowledge of any material information concerning the Corporation that has not been generally disclosed. The Corporation is relying on 5.5(2) and 5.7(2) of OSC Rule 61-501 with respect to exemptions from the formal valuation requirement and the minority approval requirement thereunder.

Proceeds will be applied to further exploration including drilling on Wescan's 100% owned Jojay and Fork Lake (which includes the former producing Jasper Gold Mine) properties, for further exploration of the Company's 50% owned uranium prospecting permits in the Athabasca Basin, for exploration on the Company's other properties in Northern Saskatchewan, and for general working capital purposes.

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

For further information please contact:

M. F. (Moe) Lindsay, President or Wade MacBain, Investor Relations at (306) 664-2422.

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