FORM 51-102F3
MATERIAL CHANGE REPORT

1. Name and Address of Company:

Venquest Capital Ltd.
20 Toronto Street, Suite 810
Toronto, Ontario
M5C 2B8

2. Date of Material Change:

December 8, 2004

3. News Release:

A press release relating to the material change described herein was released on December 8, 2004.

4. Summary of Material Change:

Venquest completed an initial public offering to purchasers in Alberta, British Columbia, Manitoba and Ontario of 5,900,000 common shares at a price of $0.25 per share for gross proceeds to Venquest of $1,475,000. Canaccord Capital Corporation acted as agent in respect of the offering and received a cash commission, as well as 590,000 agent's options exercisable at a price of $0.25 per share.

5. Full Description of Material Change:

See press release attached as Schedule "A".

6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102 *Continuous Disclosure Obligations*:

Not applicable.

7. Omitted Information:

Not applicable.

8. Executive Officer Knowledgeable of Material Change:

Stephen R. Shaver, President, Chief Executive Officer and Director.

9. Date of Report:

December 14, 2004

SCHEDULE "A"

VENQUEST CAPITAL LTD. COMPLETES INITIAL PUBLIC OFFERING

TORONTO, ONTARIO – DECEMBER 8, 2004 – Venquest Capital Ltd. ("Venquest") (TSX-V: VC.P) is pleased to announce that it has completed its initial public offering as a capital pool company.

Venquest completed an initial public offering to purchasers in Alberta, British Columbia, Manitoba and Ontario of 5,900,000 common shares at a price of $0.25 per share for gross proceeds to Venquest of $1,475,000. Canaccord Capital Corporation acted as agent in respect of the offering and received a cash commission, as well as 590,000 agent's options exercisable at a price of $0.25 per share.

The directors and officers of Venquest are Stephen R. Shaver, Cary L. McWhinnie, Peter M. Kozicz, Robert B. Low, K. Guy Nelson and Ronald Prosserman.

The common shares of Venquest are expected to commence trading on the TSX Venture Exchange Inc. later this week under the stock symbol "VC.P".

For further information please contact Stephen R. Shaver, President and Chief Executive Officer of Venquest at (416) 363-7676