BC FORM 53-901F
(Previously Form 27)

SECURITIES ACT

MATERIAL CHANGE REPORT

1. Reporting Issuer

QUEST CAPITAL CORP.
Suite 300 – 570 Granville Street
Vancouver, B.C. V6C 3P1
(the "Company")

2. Date of Material Change

December 4, 2003

3. Press Release

Date of Issuance: December 9, 2003.

Place of Issuance: Vancouver, British Columbia

4. Summary of Material Change

Vancouver, British Columbia, – Quest Capital Corp. ("Quest") advises that on December 4, 2003 it acquired 5,000,000 common shares (the "Shares") of Bannockburn Resources, Inc. ("Bannockburn"). Quest is now the beneficial owner of 5,000,000 shares of the Bannockburn, representing 50.5% of Bannockburn's issued and outstanding shares.

5. Full Description of Material Change

Prior to the acquisition of the Shares, Quest did not own or control any of the voting securities of Bannockburn or any securities convertible into voting securities of Bannockburn. The Shares were acquired from Bannockburn in a private placement.

Quest does not have any intention at this time of increasing its beneficial ownership of any of the securities of Bannockburn. The Shares were acquired for the purpose of investment. Quest has filed an Early Warning Report with the British Columbia and Alberta Securities Commissions in respect of the shares acquired. Copies of the report may be obtained from SEDAR (www.sedar.com) or without charge from Quest.

6. Reliance on Confidential Filing Provisions of the Act

Not applicable.

7. Omitted Information

Not applicable.

8. Senior Officers

For further information contact:

Brian E. Bayley
Vancouver, BC
Telephone: (604) 689-1428
Facsimile: (604) 681-4692

9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, this 9th day of December 2003.

QUEST CAPITAL CORP.

Per: ***"Sandra Lee"***
(Authorized Signatory)

Sandra Lee, Corporate Secretary
(Print Name and Title)