BC FORM 53-901F

SECURITIES ACT

1. Reporting Issuer

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

2. Date of Material Change

January 7, 2005

3. Press Release

Date of Issuance: January 7, 2005

Place of Issuance: Vancouver, British Columbia

4. Summary of Material Change

Quest Capital Corp. ("Quest") acquired 1,586,667 shares (the "Shares") of Choice Resources Corp. ("Choice") through the facilities of the TSX Venture Exchange. Quest currently owns, directs and has control over 7,054,099 common shares (the “Common Shares”) in the capital of Choice which represents ownership and control of approximately 15.13% of the issued and outstanding common shares of Choice and 2,710,000 warrants (the “Warrants”) to purchase 2,710,000 shares (the “Warrant Shares”) of Choice.

5. Full Description of Material Change

Quest Capital Corp. ("Quest") acquired 1,586,667 shares (the "Shares") of Choice Resources Corp. ("Choice") through the facilities of the TSX Venture Exchange. Quest currently owns, directs and has control over 7,054,099 common shares (the “Common Shares”) in the capital of Choice which represents ownership and control of approximately 15.13% of the issued and outstanding common shares of Choice and 2,710,000 warrants (the “Warrants”) to purchase 2,710,000 shares (the “Warrant Shares”) of Choice. The Common Shares, together with the Warrant Shares issuable upon exercise of the Warrants, represent ownership and control of approximately 19.79% of the currently issued and outstanding common shares of Choice on a partially diluted basis, assuming the exercise of the Warrants only.

Quest may acquire or dispose of its beneficial ownership, control or direction over securities through market transactions, private placements, treasury issuances or otherwise as circumstances or market conditions warrant or arise.

Quest Capital Corp. is a merchant banking organization that focuses on providing financial services, specifically bridge loans, to small and mid-cap companies in North America. Quest's primary expertise is providing asset backed commercial bridge loans of between $500,000 and $20,000,000 to publicly listed companies, generally operating in industries such as mining, oil and gas, manufacturing, real estate, and technology.

6. Reliance on Confidential Filing Provisions of the Act

Not applicable.

7. Omitted Information

Not applicable.

8. Senior Officers

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

9. Date of Report

January 7, 2005