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

May 16, 2005

3. Press Release

Date of Issuance: May 16, 2005

Place of Issuance: Vancouver, British Columbia

4. Summary of Material Change

A. Murray Sinclair is pleased to announce Quest Capital Corp.'s fifth consecutive quarterly profit. Highlights of Quest's unaudited financial results for the first quarter ended March 31, 2005 are as follows:

- Net earnings of $3.3 million ($0.04 per share) in 2005 as compared to $2.9 million ($0.03 per share) for the same period in 2004;
- Loan portfolio of $81.0 million, a net increase of $4.8 million as compared to $76.2 million as at December 31, 2004;
- Investments of $22.3 million, with a fair value of $27.6 million as at March 31, 2005, as compared to $15.0 million as at December 31, 2004; and
- Net Assets increased to $103.3 million as compared $99.5 million as at December 31, 2004.

5. Full Description of Material Change

Vancouver, British Columbia, May 16, 2005 – A. Murray Sinclair is pleased to announce Quest Capital Corp.'s fifth consecutive quarterly profit. Highlights of Quest's unaudited financial results for the first quarter ended March 31, 2005 are as follows:

- Net earnings of $3.3 million ($0.04 per share) in 2005 as compared to $2.9 million ($0.03 per share) for the same period in 2004;
- Loan portfolio of $81.0 million, a net increase of $4.8 million as compared to $76.2 million as at December 31, 2004;
- Investments of $22.3 million, with a fair value of $27.6 million as at March 31, 2005, as compared to $15.0 million as at December 31, 2004; and
- Net Assets increased to $103.3 million as compared $99.5 million as at December 31, 2004.

In the first Quarter Bob Buchan joined the Quest team as Executive Chairman. This addition demonstrates the Company's commitment to broaden management's skill sets to access a wider array of corporate opportunities. Bob Buchan explains, "Quest's business model is designed to limit risk to capital while providing superior returns for the shareholders in stable or volatile markets. These successful results continue to validate this model."

The complete reports of the Company's unaudited financial statements and related notes for the three months ended March 31, 2005 and 2004, together with Management's Discussion and Analysis of financial conditions have been filed on SEDAR and are available at www.sedar and on the Company's website at www.questcapcorp.com. A copy can also be requested from 1-800-318-3094 in Canada or the United States and (604)-689-1428 elsewhere.

6. Reliance on Confidential Filing Provisions of the Act

Not applicable.

7. Omitted Information

Not applicable.

8. Senior Officers

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9. Date of Report

May 16, 2005