

MATERIAL CHANGE REPORT
SECTION 75(2) OF THE *SECURITIES ACT* (ONTARIO)
SECTION 85(1) OF THE *SECURITIES ACT* (BRITISH COLUMBIA)

Note: This Report is itemized pursuant to Form 27 of the Securities Act (Ontario), and is being filed concurrently with the British Columbia Securities Commission. This Report is also being filed with the Toronto Stock Exchange.

1. **Reporting Issuer**

Nelson Resources Limited, Chancery Hall, 52 Reid Street, P.O. Box HM 809, Hamilton HM CX
Bermuda

2. **Date of Material Change**

December 31, 2003.

3. **Press Release**

A press release was disseminated on January 2, 2004 through the facilities of Canada NewsWire.

4. **Summary of Material Change**

Nelson Resources Limited ("Nelson") announced that it has successfully completed its previously announced rights offering.

5. **Full Description of Material Change**

Rights were exercised for a total of 73,839,417 common shares, providing Nelson with CDN\$47.9 million in gross proceeds. Following the offering, Nelson now has 739,160,835 common shares outstanding.

6. **Reliance on Section 75(3) of the Act**

This report is not being filed on a confidential basis.

7. **Omitted Information**

No information has been omitted from this material change report.

8. **Senior Officer**

For further information contact:
Fred Hodder, CFO
Phone: 011 44 207 495 8908

9. **Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

DATED at London, U.K. as of this 9th day of January, 2004.

NELSON RESOURCES LIMITED

By: "Fred Hodder", CFO