

FORM 53-901F

MATERIAL CHANGE REPORT

Section 85(1) of the *Securities Act*, British Columbia (the "British Columbia Act")

Section 118(1) of the *Securities Act*, Alberta (the "Alberta Act")

Section 80(1) of the *Securities Act*, Saskatchewan (the "Saskatchewan Act")

1. Reporting Issuer

The full name of the Issuer is HILTON RESOURCES LTD. (the "Issuer"). The address and telephone number of the principal office in Canada of the Issuer is as follows:

#1305 - 1090 West Georgia Street
Vancouver, British Columbia V6E 3V7
Phone: (604) 685-9316

2. Date of Material Change

April 5, 2004

3. Press Release

The press release was released on April 5, 2004 through various approved public media and filed with the TSX Venture Exchange and the British Columbia, Alberta and Saskatchewan Securities Commissions.

4. Summary of Material Change(s)

See attached press release for details.

5. Full Description of Material Change

See attached press release for details.

6. Reliance on Section 85(2) of the British Columbia Act and Section 118(2) of the Alberta Act

Not Applicable

7. Omitted Information

Not Applicable

8. Officer

The following officer of the Issuer is knowledgeable about the material change and may be contacted by the Commission at the following telephone number:

Nick DeMare,
President
Phone: (604) 685-9316

9. Statement of Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, this 7th day of April, 2004.

"Nick DeMare"
Nick DeMare, President



HILTON RESOURCES LTD.

#1305 – 1090 West Georgia Street Vancouver, British Columbia, V6E 3V7
Phone: (604) 685-9316 Fax: (604) 683-1585
Website: www.hiltonresourcesltd.com
TSX Venture: HPM OTCBB: HPMOF

News Release

April 5, 2004

HILTON RESOURCES IDENTIFIES NEW VEIN SYSTEM ON EL NAYAR PROPERTY IN MEXICO

Vancouver, Canada – Hilton Resources Ltd. (TSXv-HPM and OTCBB-HPMPF) Mr. Nick DeMare, President, is pleased to advise that during the current work program on El Nayar, a significant new vein system (“El Norte”) has been identified, in addition to the historical workings of the La Castellana and Buenaventura mines. There are now three major vein and stockwork systems indicated by surface outcrops in the area of the historic La Castellana Mine. Two of the vein systems, La Castellana and Buenaventura, have been tested by historical underground workings.

The new veins are in areas that have shallow prospect pits or very small adits along a strike length of 390 meters. The new El Norte vein system of breccias, stockworks and quartz veins has now been mapped over a vertical height of 200 plus meters. Initial surface mapping and sampling is being conducted and it is anticipated that the results of the first of two sample batches should be available from the laboratory shortly.

All the areas of known mineralization, and the newly discovered El Norte vein system, are located well within the limits of mining exploration concessions or claims completely optioned by the Company. The Company has the option to acquire 100 % of the El Nayar project area.

This is the first phase of the \$150,000 (U.S.) exploration program comprised of surface geological mapping and sampling, followed by a 1,000 meter drilling program. The next phase of the current work program, which will start immediately, is the commencement of road work, that will open up the steep hillsides and expose the full width of the veins, stockworks and breccias. This will allow access for taking further bulk channel samples and prepare for the drilling program.

ON BEHALF OF THE BOARD

"Nick DeMare"

Nick DeMare, President

Investor information contact:

Des O’Kell at 1-888-303-3361 or
email: des@elandjennings.com

website: www.hiltonresourcesltd.com

Forward Looking Statements

This Company Press Release contains certain "forward-looking" statements and information relating to the Company that are based on the beliefs of the Company's management as well as assumptions made by and information currently available to the Company's management. Such statements reflect the current risks, uncertainties and assumptions related to certain factors including, without limitations, competitive factors, general economic conditions, customer relations, relationships with vendors and strategic partners, the interest rate environment, governmental regulation and supervision, seasonality, technological change, changes in industry practices, and one-time events. Should any one or more of these risks or uncertainties materialize, or should any underlying assumptions prove incorrect, actual results may vary materially from those described herein.

The TSX Venture Exchange has not reviewed and does not accept responsibility for the adequacy or the accuracy of this release.