FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

HILTON RESOURCES LTD. (the "Issuer")
#1305 - 1090 West Georgia Street
Vancouver, British Columbia V6E 3V7
Phone: (604) 685-9316

2. Date of Material Change

April 11, 2005

3. Press Release

The press release was released on April 7, 2005 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 subsection 7.1(2) or (3) of National Instrument 51-102

Not Applicable

7. Omitted Information

Not Applicable

8. Director

Nick DeMare
Phone: (604) 685-9316

9. Date of Report

April 11, 2005.

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 7, 2005**

EXPLORATION UPDATE

Vancouver, Canada – Hilton Resources Ltd. (TSX-V: HPM and OTCBB-HPMOF) Mr. Nick DeMare, President, is pleased to provide the following exploration update on the El Nayar silver-gold project.

The Company continues with a detailed exploration program at its El Nayar silver-gold Project (6,835 hectares), in the Mezquites Mining District, state of Nayarit, Mexico. Since our last report, the Company has discovered a new silver-gold vein approximately 150 meters southeast of the recently discovered El Norte Vein System. Both veins are to the north of the historical high grade La Castellana Mine site. This new silver-gold vein **(Veta Rica)** has been traced along strike for approximately 200 meters thus far. An initial chip sample taken from this vein returned **249.2 g/t silver (8.01 oz/t) and 0.80 g/t gold across 1.80 meters.** This result is very encouraging not only for its silver content, but also for the gold. Trenching is being completed along Veta Rica in order to determine its lateral continuity and width, sampling will follow. To date a total of 52 trenches have been completed, approximately half are pending chip sampling and mapping.

Other significant exploration results have been obtained on the recently discovered Veta Norte System. Detailed geological mapping has been completed along the upper surface segment of this vein for approximately 400 meters. Trenching has revealed larger mineralized widths and silver mineralization associated to hydrothermal breccias. Highlights in the **Veta Norte** include:

Location	Sample Type	True width	Silver g/t	Silver oz/t	Gold g/t
Trench-4	Chips	5.0 meters	359.3	11.55	1.89
	includes	0.90 meters	1,348.3	43.35	7.00
Trench - 6	Chips	3.00 meters	180.10	5.79	0.23
Trench - 7	Chips	4.20 meters	207.3	6.67	0.44
	includes	2.50 meters	213.60	6.87	0.54
Trench - 8	Chips	1.00 meters	583.1	18.75	1.51
Trench– 9A	Chips	0.30 meters	168.4	5.41	3.56
Trench -9B	Chips	1.00 meters	484.7	15.58	3.12
Trench-10	Chips	2.30 meters	102.6	3.30	0.22
Trench-11	Chips	1.00 meters	154.8	4.98	0.21
Trench-12	Chips	1.60 meters	161.1	5.18	0.22
Trench-13	Chips	1.60 meters	121.6	3.91	0.40
Trench-14	Chips	2.30 meters	678.3	21.81	4.05

Location	**Sample Type**	**True width**	**Silver g/t**	**Silver oz/t**	**Gold g/t**
Trench-18	Chips	0.80 meters	213.3	6.86	0.42
Trench - 20	Chips	1.0 meters	451.5	14.52	1.03
Road Cut	Chips	4.00 meters	231.85	7.45	2.97
	includes	2.00 meters	314.7	10.12	3.3
Road Cut	Chips	0.80 meters	183.3	5.89	0.41
Road Cut	Chips	0.50 meters	171.80	5.52	0.70
Breccia Zone	Panel	1.7x1.0 m	120.60	3.88	0.32
Breccia Zone	Chips	1.50 meters	268.4	8.63	1.50

Trenching has revealed vein widths of up to 5 meters with significant silver and gold contents. Silver-gold mineralization has also been observed in wide hydrothermal breccia zones with very good potential for low grade bulk mineable targets. To determine the width and extent of these mineralized breccias more trenching is required. Exploration work at EL Nayar project focused in extending the lateral continuity of both Veta Norte and Veta Rica along strike. Once all results are in, a decision will be made regarding a follow-up program. The objective being to explore and discover high grade precious metal mineralization (particularly silver) with a good tonnage potential hosted in veins, stockwork zones and/or breccias that may be suited to bulk mining methods.

The area to be covered in this work program represents less than 5% of the total area (6,835 hectares) that remains to be explored. Favorable geological characteristics, color anomalies, proximity to old producing mines and early prospecting, indicate this large area may host excellent geological potential for the discovery of additional precious metal mineralization.

All chip channel samples are being crushed at the GM LACME Preparation Laboratory in Guadalajara. The pulps are sent by GM LACME directly to International Plasma Lab Ltd. in Vancouver, Canada for analyses. All work is conducted as defined under NI 43-101, and all sample batches include standards, blanks and duplicate samples on a routine basis.

The above information has been prepared under the supervision of Victor Jaramillo, M. SCA., P. Geo., who is designated as a "Qualified Person" with the ability and authority to verify the authenticity and validity of the data. The field work is supervised by Victor Jaramillo, M. SCA., P. Geo., the project manager and consulting geologist to Hilton for the El Nayar project.

Hilton Resources Limited, incorporated in British Columbia, Canada, trades on the TSX Venture Exchange under the symbol “HPM”, and on the OTCBB under symbol "HPMOF". The Company’s directors are experienced in the resource sector and are focused on enhancing shareholder value by expanding Hilton’s assets in this sector. Management aims to identify exploration projects of high merit, and quickly complete confirmation exploration. This will enable the Company to confirm the potential of a project and reach advanced project status by the most cost effective means and in the shortest time possible.

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.