

**BC FORM 53-901F
(Previously Form 27)
MATERIAL CHANGE REPORT UNDER SECTION 85(1)
OF THE SECURITIES ACT (BRITISH COLUMBIA)**

Item 1 Reporting Issuer

White Knight Resources Ltd. (the "Company")
Suite 922, 510 West Hastings Street
Vancouver, BC V6B 1L8
Telephone: (604) 681-4462

Item 2 Date of Material Change

October 28, 2003

Item 3 Press Release

Date of Issuance: October 28, 2003
Place of Issuance: Vancouver, British Columbia

The news release was distributed through Market News and Canada StockWatch

Item 4 Summary of Material Change

The Company announced the closing of a private placement previously announced on September 24, 2003.

Item 5 Full Description of Material Change

See attached press release

Item 6 Reliance on Section 85 (2) of the Act

N/A

Item 7 Omitted Information

N/A

Item 8 Senior Officers

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

Megan Cameron-Jones, Director
Telephone: (604) 681-4462

Item 9 Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

Dated at Vancouver, British Columbia, this 28th day of October, 2003.

"Megan Cameron-Jones"
Signature

Megan Cameron-Jones
Name

Director
Position

Vancouver, BC
Place of Declaration

White Knight Resources Ltd.
Suite 922, 510 West Hastings Street
Vancouver, BC V6B 1L8
Tel: (604) 681-4462 Fax: (604) 681-0180
Website: www.whiteknightres.com
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NEWS RELEASE

October 28, 2003
NR# 03-11

Private Placement Closes

Vancouver, British Columbia – White Knight Resources Ltd. (TSX – WKR)

White Knight Resources Ltd. (the “Company”) has closed a private placement announced September 24, 2003. On closing, the Company issued 2,500,000 common shares and 2,500,000 share purchase warrants, each warrant to purchase an additional share at \$0.60 for a two year period. If at any time during the two year period, the closing price of the Company’s shares exceeds \$0.95 per share for a period of more than 20 consecutive business days, an accelerated exercise period will apply to the share purchase warrants. Proceeds of the private placement total CAD\$1,000,000.

The Company paid a finder’s fee to Dundee Securities Corp. consisting of 125,000 common shares and 125,000 share purchase warrants with the same terms as the private placement warrants, as well as 200,000 finder’s warrant shares, each finder’s warrant to purchase an additional share at \$0.60 for a one year period.

All shares issued or acquired pursuant to an exercise of warrants will have a four-month TSX Venture Exchange hold period expiring February 24, 2004 and a British Columbia Securities Commission hold period expiring February 25, 2004.

On behalf of the Board of Directors,

“John M. Leask”

John M. Leask, P.Eng.
Chairman of the Board

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