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**

December 20, 2004

Item 3 **Press Release**

Date of Issuance: December 20, 2004
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 previously announced $2,370,000 non-brokered private placement.

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
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 20th day of December, 2004.

"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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N E W S   R E L E A S E

Private Placement Closes

Vancouver, British Columbia – White Knight Resources Ltd. (TSXV – WKR)
December 20, 2004

White Knight Resources Ltd. (the "Company") announces that it has closed a previously announced $2,370,000 non-brokered private placement of 1,500,000 units. The placee is Teck Cominco American Incorporated. Each unit, priced at $1.58, consists of one common share and one common share purchase warrant entitling the subscriber to purchase one common share of the Company at a price of $2.50 until December 20, 2005. In accordance with applicable Canadian securities laws, the Canadian hold period on the units expires on April 21, 2005.

The Company plans to use the net proceeds of this private placement primarily to finance continuing exploration in the Cortez Trend, Nevada.

On behalf of the Board of Directors,

"John M. Leask"

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