FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. **Name and Address of Company**

State the full name of your company and the address of its principal office in Canada.

Elgin Resources Inc.
Suite 408 – 837 West Hastings St.
Vancouver, B.C., V6C 3N6
Telephone: 604-685-6851

Item 2. **Date of Material Change**

April 5, 2005

Item 3. **News Release**

State the date and method(s) of dissemination of the news release issued under section 7.1 of National Instrument 51-102.

The press release was released on **April 04, 2005** to the TSX, on which the Issuer's shares are listed and through various other approved public media.

Copy of the Press Release is attached as Schedule "A"

Item 4. **Summary of Material Change**

Provide a brief but accurate summary of the nature and substance of the material change.

ELGIN AND JONPOL ANNOUNCE $30,000,000 FINANCING AND SHAREHOLDER APPROVAL OF THE AMALGAMATION

Item 5. **Full Description of Material Change**

Vancouver, BC, April 4, 2005: Elgin Resources Inc. ("Elgin") and Jonpol Explorations Limited ("Jonpol") are pleased to announce that they have each received the necessary shareholder approvals to effect an amalgamation of the two companies. The amalgamation will involve the conversion of the share capital of each of Elgin and Jonpol into shares of the company which will result from the amalgamation, Eastern Platinum Limited ("Eastplats") on the basis of one common share of Eastplats for every issued and outstanding common share of Elgin, and one common share of Eastplats for every four issued and outstanding common shares of Jonpol. Following the amalgamation, the property and assets of each of Elgin and Jonpol will become the property and assets of Eastplats, and Eastplats will be liable for the liabilities and obligations of Elgin and Jonpol.

In addition to the amalgamation, shareholders of Jonpol also approved certain related matters including (i) the acquisition by Jonpol of all of the issued and outstanding shares of Eastern Platinum Holdings Ltd. (the "Eastern Platinum Acquisition"); (ii) the completion of a financing by Jonpol to raise sufficient proceeds to complete the Eastern Platinum Acquisition (the "Eastern Platinum Financing"); and (iii) the continuation of Jonpol from Ontario to British Columbia.

As a result of the Eastern Platinum Acquisition, Jonpol will indirectly acquire a 74% interest in Spitzkop Platinum (Pty) Ltd. ("Spitzplats"), which in turn owns 100% of the Platinum Group Metal ("PGM") mineral rights to the Spitzkop PGM deposit located on the Eastern limb of the Bushveld Igneous Complex in Mpumalanga Province, South Africa (the "Spitzkop Project"). Elgin has entered into a 50:50 joint venture with Spitzplats with regard to the Spitzkop Project, giving Eastplats an effective 87% interest in the Spitzkop Project, as well as its interest in the Mareesburg PGM project, also in Mpumalanga Province, previously acquired by Elgin. For further details, refer to the joint press releases of Elgin and Jonpol dated November 1, 2004 and March 7, 2005.

The Eastern Platinum Financing has been arranged with a syndicate of investment dealers co-led by GMP Securities Ltd. and Canaccord Capital Corporation and including Salman Partners Inc. and Raymond James Ltd. (the "Agents") to sell by way of private placement on a 'best efforts' basis, up to 20,000,000 Subscription Receipts at CAD$1.50 (on a post amalgamation basis), per for gross proceeds of up to CAD$30,000,000 (the "Offering"). The syndicate will also have the option to sell up to an additional 3,333,333 units of the company (on a post amalgamation basis) until the closing date.

The Subscription Receipts will be sold by private placement to investors resident in Canada, the United States and Europe, pursuant to registration and prospectus exemptions under applicable securities legislation. The Subscription Receipts and the underlying securities will not be subject to a period upon completion of the amalgamation. Each Subscription Receipt will, upon satisfaction of certain conditions, entitle the holder to receive, without further consideration, one unit (a "Unit') of the Company comprised of one common share of the Company and one-half of one share purchase warrant which are anticipated to be listed on the TSX. Each one whole warrant shall entitle the holder to subscribe for an additional common share of CAD$2.00 (on a post amalgamation basis) for a period of three years. The net proceeds from the sale of Subscription Receipts will be held in escrow and released to the Company upon completion of the acquisition and the amalgamation.

"Eastplats is committed to building a portfolio of Platinum Group Metal ("PGM") mining and exploration projects in South Africa using Spitzkop as a foundation where the average grade (7.7 g/t, 5PG + Au) makes it one of the highest grade undeveloped PGE projects in the country. The $30,000,000 financing announced today will enable the Company to move ahead rapidly with its objective to become a significant participant in South Africa's PGM sector through the advancement and development of the Mareesburg and Spitzkop PGM projects" stated Mr. Ian Rozier, President of Elgin Resources Inc.

Completion of the amalgamation of Elgin and Jonpol is subject to a number of conditions including the completion of the Eastplats Acquisition and the Eastplats Financing, the continuance of Jonpol from Ontario to British Columbia, and the receipt of all necessary court and regulatory approvals. For further details of the amalgamation and related matters, please refer to the joint management information circular of Elgin and Jonpol dated as of March 2, 2005, which is available at www.sedar.com.

Item 6. <u>Reliance on subsection 7.1(2) or (3) of National Instrument 51-102</u>

If the report is being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102, state the reasons for such reliance.

<u>INSTRUCTION</u>

Refer to subsections 7.1(4), (5), (6) and (7) of National Instrument 51-102 concerning continuing obligations in respect of reports filed under subsection 71.(2) or (3) of National Instrument 51-102.

Not Applicable

Item 7. **Omitted Information:**

State whether any information has been omitted on the basis that it is confidential information.

In a separate letter to the applicable regulator or securities regulatory authority marked "Confidential" provide the reasons for your company's omission of confidential significant facts in the Report in sufficient detail to permit the applicable regulatory or securities regulatory authority to determine whether to exercise its discretion to allow the omission of these significant facts.

INSTRUCTION

In certain circumstances where a material change has occurred and a Report has been or is about to be field but subsection 71.(2), (3) or (5) of National Instrument 51-102 is not or will no longer be relied upon, your company may nevertheless believe one or more significant facts otherwise required to be disclosed in the Report should remain confidential and not be disclosed or not be disclosed in full detail in the Report.

Not Applicable

Item 8. **Executive Officer**

Give the name and business telephone number of an executive officer of your company who is knowledgeable about the material change and the Report or an officer through whom such executive officer may be contacted.

Barbara Dunfield, C.F.O.
Telephone: (604) 685-6851

Item 9. **DATED at Vancouver, this 05th day of April, 2005.**

SCHEDULE "A"

ELGIN RESOURCES INC.
#408 - 837 West Hastings St.
Vancouver, BC, Canada V6C 3N6
Tel: 604-685-6851 Fax: 604-685-6493
www.elginresources.com

JONPOL EXPLORATIONS LTD.
Suite 3123, 595 Burrard Street
Vancouver, BC, V7Y 1J1
Tel: 604-609-6110 Fax: 604-609-6145

Trading Symbol: ELR (TSX)

Trading Symbol: JON (TSX)

ELGIN AND JONPOL ANNOUNCE $30,000,000 FINANCING AND SHAREHOLDER APPROVAL OF THE AMALGAMATION

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For further information, please contact:

VANGUARD SHAREHOLDER SOLUTIONS INC.
1205-1095 West Pender Street, Vancouver, BC, V6E 2M6 Tel: 604-608-0824 Toll free: 1-866-801-0779

HARBOUR FINANCIAL INC.
1135 Cameron Avenue SW, Calgary, Alberta T2T 0K6
Brian Barbour Tel: 403-813-5832 / Tom Hart Tel: 403-701-4278

Mr. Ian Rozier, M.Sc., P. Eng., President, **ELGIN RESOURCES INC.** Tel: 604-685-6851

Mr. Gordon Keep, President, **JONPOL EXPLORATIONS LIMITED** Tel: 604-609-6110