This is the form of a material change report required under section 85(1) of the *Securities Act* and section 151 of the *Securities Rules*.

BC FORM 53-901F
(Previously Form 27)

Securities Act

MATERIAL CHANGE REPORT

NOTE: This form is intended as a guideline. A letter or other document may be used if the substantive requirements of this form are complied with.

NOTE: If this Report is filed on a confidential basis, put at the beginning of the Report in block capitals "Confidential – Section 85", and file in an envelope marked "Confidential – Attention: Supervisor, Financial Reporting".

Item 1. **Name and Address of Reporting Issuer**

Doublestar Resources Ltd.
Suite 305 - 1549 Marine Drive
West Vancouver, BC V7V 1H9

Item 2. **Date of Material Change**

January 19, 2004

Item 3. **Date and Place of Issuance of Press Release**

January 19, 2004 – Vancouver, BC

Item 4. **Summary of Material Change**

Doublestar Resources Ltd. ("Doublestar") and Defiance Mining Corporation enter into joint venture on Zopilote Property in Honduras.

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

Doublestar and Defiance Mining Corporate ("Defiance") are pleased to announce that they have agreed to enter into a joint venture on Doublestar's Zopilote gold property in Honduras, on which Doublestar has reported an estimated resource of about 440,000 ounces of gold. Under the agreement, Defiance has the right to earn a 60% interest and become the operator of the property by completing a feasibility study for the development of the Zopilote deposit by February 1, 2005, extendable in certain circumstances, and, upon a production decision, contributing to the joint venture the ADR plant from its Vueltas mine following its closure. If Defiance does not make a production decision after completing a feasibility study, Defiance's interest would revert to a 40% interest and Doublestar would become operator of the property.

Defiance will initiate a drill program which will include infill drilling on the existing Zopilote deposit and additional exploration drilling on the Zopilote property. Defiance expects that the total cost to complete the requisite infill drilling and the feasibility study will be approximately US$1.5 million.

The Zopilote property is located approximately 35 km east of the town of Sula, where Defiance's Vueltas mine is located, and is accessible by existing access roads from the main highway between Sula and the major city of San Pedro Sula.

Doublestar has publicly reported that, based on exploration work done previously, the open pittable Zopilote deposit contains a resource of about 10.5 million tonnes grading 1.32 g/t containing about 446,000 ounces of gold. This information, in Defiance's opinion, is relevant, reliable and the most recent available. However, Defiance advises that this is historical information, which has yet to be verified in detail, and there is no certainty that any economic resources will exist on this property. The historical resource estimate report uses resource categories that do not conform to National Instrument 43-101 standards so Defiance has downgraded this historical resource estimate to Inferred Mineral Resources pending completion of a report compliant with NI 43-101 standards, which will be competed by an independent consultant following the drill program as part of the feasibility. Defiance emphasizes that due to the uncertainty which may attach to Inferred Mineral Resources, it cannot be assumed that all or part of any of these Inferred Mineral Resources will be upgraded to an Indicated or Measured Mineral Resource as a result of continued verification or exploration.

In addition, Defiance and Doublestar are also discussing the formation of a second joint venture with respect to the exploration and development of each company's other Honduran exploration properties unrelated to Zopilote or Vueltas.

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

Not applicable.

Item 7. **Omitted Information**

None

Item 8. **Name & Business Telephone Number of Senior Officer to Contact**

Alan C. Savage, CEO
Business Telephone: 604.922.7377

Item 9. **Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

DATED at West Vancouver, BC, the 21st day of January, 2004.

"Alan C. Savage"
(Signature)

Alan C. Savage
(name of senior officer - please print)

INSTRUCTIONS:

Item 1 - State the full name and address of the principal office in Canada of the reporting issuer.

Item 3 - State the date and place(s) of issuance of the press release issued under section 85(1) of the Act.

Item 4 - Provide a brief but accurate summary of the nature and substance of the material change.

Item 5 - Supplement the summary required under Item 4 with the disclosure that should be sufficiently complete to enable a reader to appreciate the significance of the material change without reference to other material. Management is in the best position to determine what facts are significant and must disclose those facts in a meaningful manner. See also Item 7.

This description of the significant facts relating to the material change will therefore include some or all of the following: dates, parties, terms and conditions, description of any assets, liabilities or capital affected, purpose, financial or dollar values, reasons for the change, and a general comment on the probable impact on the reporting issuer or its subsidiaries. Specific financial forecasts would not normally be required to comply with this form.

The above list merely describes examples of some of the facts which may be significant. The list is not intended to be inclusive or exhaustive of the information required in any particular situation.

Item 6 - If the report is being filed on a confidential basis in reliance on section 85(2) of the Act, state the reasons for that reliance.

For continuing obligations regarding reports filed under this subsection, refer to Section 85(3) of the Act and Part 3.4 of the SEDAR Filer Manual.

Item 7 - In certain circumstances where a material change has occurred and a material change report has been or is about to be filed but section 85(3) of the Act will no longer or will not be relied upon, a reporting issuer may nevertheless believe one or more significant facts otherwise required to be disclosed in the material change report should remain confidential and not be disclosed or not be disclosed in full detail in the material change report.

State whether any information has been omitted on this basis and provide the reasons for any omission in sufficient detail to permit the Commission to exercise its discretion under section 169(4) of the Act.

The reasons for the omission may be contained in a separate letter filed in an envelope marked “Confidential – Attention: Supervisor, Financial Reporting”.

Item 8 - Give the name and business telephone number of a senior officer of the reporting issuer who is knowledgeable about the material change and the report or an officer through whom the Commission may contact that senior officer.