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**

April 2, 2004

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

April 2, 2004 – Vancouver, BC

Item 4. **Summary of Material Change**

Doublestar Resources Ltd. (the "Company") to issue and sell 1,111,111 units at $0.225 per unit. Each unit consists of one common share and one share purchase warrant, each warrant entitling the holder to purchase an additional share at $0.30 for a period of five years.

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

Subject to the approval of the TSX Venture Exchange, the Company has arranged a private placement of its shares with Macquarie Bank for net proceeds of $250,000 through the issuance of 1,111,111 units at $0.225 per unit. Each unit consists of one common share and one share purchase warrant, each warrant entitling Macquarie Bank to purchase an additional share at $0.30 for a period of five years. During the five year period, Doublestar and Macquarie have agreed that Macquarie will conduct project financing and ancillary facilities for any and all of the Company's projects.

Item 6. **<u>Reliance on Section 85(2) of the Act</u>**

Not applicable.

Item 7. **<u>Omitted Information</u>**

None

Item 8. **<u>Name & Business Telephone Number of Senior Officer to Contact</u>**

Alan C. Savage, CEO
Business Telephone: 604.922.7377

Item 9. **<u>Statement of Senior Officer</u>**

The foregoing accurately discloses the material change referred to herein.

DATED at West Vancouver, BC, the 4th day of May, 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.