**FORM 51-102F3**

***MATERIAL CHANGE REPORT***

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

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

**Item 2. Date of Material Change**

December 22, 2004

**Item 3. News Release**

The news release was disseminated through Canada NewsWire on December 22, 2004.

**Item 4. Summary of Material Change**

Doublestar Resources Ltd. ("Doublestar") announces private placement of 2,000,000 units.

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

Doublestar is pleased to advise it has agreed to carry out a private placement of 2,000,000 units at a price of $0.265 per unit. Each unit will consist of one share and one share purchase warrant to purchase a further share at $0.30 per share for a period of two years from closing. A finder's fee equal to $0.02 per unit, or $40,000 in total, will be paid and 200,000 warrants, with terms identical to the warrants contained in the units, will be paid and issued to Quest Securities Corporation in consideration of its efforts in finding accredited investors to subscribe to the placement.

The net proceeds of $490,000 will be used for general corporate purposes. Completion of the private placement will be subject to the approval of the TSX Venture Exchange.

Quest Securities Corporation is a wholly-owned subsidiary of Quest Capital Corp. ("Quest"). Quest is a merchant banking organization that focuses on providing financial services, specifically bridge loans, to small and mid-cap companies in North America. Quest's primary expertise is providing asset backed commercial bridge loans of between $500,000 and $20,000,000 to publicly listed companies, generally operating in industries such as mining, oil and gas, manufacturing, real estate, and technology.

Doublestar is a Canadian mineral resource development company owning and working advanced and grass roots precious and base metal projects from Canada's Northwest Territories to Honduras, Central America.

**Item 6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

**Item 7. Omitted Information**

None.

**Item 8. Executive Officer**

Alan C. Savage, Chief Executive Officer
Business Telephone: 604.922.7377

**Item 9. Date of Report**

January 4, 2005.

DOUBLESTAR RESOURCES LTD.

*"Alan C. Savage"*

Per: ______________________________
Alan C. Savage,
Chief Executive Officer