FORM 53-901.F

SECURITIES ACT

MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE ACT

Item 1. **Reporting Issuer**

KNIGHT RESOURCES LTD.
1360 – 605 Robson Street
Vancouver, BC V6B 5J3

Item 2. **Date of Material Change**

June 19, 2003

Item 3. **Press Release**

News release dated June 19, 2003 was issued in Vancouver, BC and disseminated through Canada Stockwatch and Market News Publishing.

Item 4. **Summary of Material Change**

The Issuer announces that the Company has granted 2,222,500 incentive stock options to certain of its directors, officers and employees, exercisable at a price of $0.30 per common share for a period of two years.

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

The Issuer announces that the Company has granted 2,222,500 incentive stock options to certain of its directors, officers and employees, exercisable at a price of $0.30 per common share for a period of two years.

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

If the report is being filed on a confidential basis in reliance on Section 85(2) of the Act, state the reasons for such reliance.

N/A.

Item 7. **Omitted Information**

N/A.

Item 8. **Senior Officers**

DAVID PATTERSON
CHIEF EXECUTIVE OFFICER Telephone: (604) 684-6535

Item 9. **Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, this 19th day of June, 2003.

KNIGHT RESOURCES LTD.

Per:

"David Patterson"
David Patterson,
CEO