

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

April 22, 2004

Item 3. Press Release

News release dated April 22, 2004 was issued in Vancouver, BC and disseminated through Canada Stockwatch and Market News.

Item 4. Summary of Material Change

The Issuer reports that the Issuer has become aware that Novawest Resources Inc. of Vancouver, BC, has commenced litigation in the Supreme Court of British Columbia against Anglo American Exploration (Canada) Ltd. The lawsuit, Action No. SO42230, relates primarily to the question of ownership of the claims that form the West Raglan Project. Pursuant to an Option and Joint Venture Agreement dated March 26, 2003, the Issuer has the right to earn a 49% interest in the West Raglan Project from Anglo American.

Item 5. Full Description of Material Change

The Issuer reports that the Issuer has become aware that Novawest Resources Inc. of Vancouver, BC, has commenced litigation in the Supreme Court of British Columbia against Anglo American Exploration (Canada) Ltd. The lawsuit, Action No. SO42230, relates primarily to the question of ownership of the claims that form the West Raglan Project. Pursuant to an Option and Joint Venture Agreement dated March 26, 2003, the Issuer has the right to earn a 49% interest in the West Raglan Project from Anglo American.

The Issuer is relying on representations in its Option and Joint Venture Agreement with Anglo American that Anglo American is the valid owner of all of the claims that form the West Raglan Project.

The Issuer has been advised by Anglo American that they will be defending their ownership of the West Raglan Project claims. The Issuer is proceeding with the previously announced \$4.4 million 2004 exploration program on the West Raglan Project. The 2004 program is expected to begin in June.

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

HARVEY KEATS
PRESIDENT

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 22nd day of April, 2004.

KNIGHT RESOURCES LTD.

Per:

"Harvey Keats"
Harvey Keats,
President