FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 **Name and Address of Company**

KNIGHT RESOURCES LTD.
3rd Floor, 157 Alexander Street
Vancouver, BC V6A 1B8

Item 2 **Date of Material Change**

December 13, 2004

Item 3 **News Release**

The news release dated December 13, 2004 was issued in Vancouver, BC and disseminated through CCN Matthews.

Item 4 **Summary of Material Change**

The Company reports that the Company has negotiated a non-brokered private placement with Anglo American Exploration (Canada) Ltd., in the amount of $450,000. These funds will be raised by the Company issuing a total of 1,000,000 units at a price of $0.45 per unit. Each unit is comprised of one common share and one non-transferable share purchase warrant entitling the holder to purchase one additional common share of the Company at a price of $0.45 for one year. The private placement fulfills Anglo American's current outstanding obligations to fund 20% of exploration on the West Raglan Project during the earn-in phase through private placements in Knight.
The proceeds of the private placement will be used for working capital and for further exploration of the Company's West Raglan Project.

The private placement is subject to the approval of the TSX Venture Exchange.

Item 5 **Full Description of Material Change**

The Company reports that the Company has negotiated a non-brokered private placement with Anglo American Exploration (Canada) Ltd., in the amount of $450,000. These funds will be raised by the Company issuing a total of 1,000,000 units at a price of $0.45 per unit. Each unit is comprised of one common share and one non-transferable share purchase warrant entitling the holder to purchase one additional common share of the Company at a price of $0.45 for one year. The private placement fulfills Anglo American's current outstanding obligations to fund 20% of exploration on the West Raglan Project during the earn-in phase through private placements in Knight.

The proceeds of the private placement will be used for working capital and for further exploration of the Company's West Raglan Project.

The private placement is subject to the approval of the TSX Venture Exchange.

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

Confidentiality is not requested.

Item 7 **Omitted Information**

No information has been omitted in respect of the material change.

Item 8 **Executive Officer**

DAVID PATTERSON
Chief Executive Officer Telephone: (604) 684-6535

Item 9 **Date of Report**

December 13, 2004.

KNIGHT RESOURCES LTD.

Per:

"David Patterson"
David Patterson,
Chief Executive Officer