

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 **Name and Address of Company**

KNIGHT RESOURCES LTD. (the “Company” or “Knight”)
3rd Floor, 157 Alexander Street
Vancouver, BC V6A 1B8

Item 2 **Date of Material Change**

November 7, 2007

Item 3 **News Release**

The news release dated November 7, 2007 was issued in Vancouver, British Columbia and disseminated through Marketwire.

Item 4 **Summary of Material Change**

The Company is undertaking a private placement in the amount of \$4,000,000. The funds will be raised by the Company by issuing a total of 10,000,000 flow-through units at a price of \$0.40 per unit for gross proceeds of \$4,000,000. Each flow-through unit will be comprised of one flow-through common share and one common share purchase warrant. Each share purchase warrant entitles the holder to acquire one additional non flow-through common share of the Company for a period of one year, at a price of \$0.55.

Item 5 **Full Description of Material Change**

The Company is undertaking a private placement in the amount of \$4,000,000. The funds will be raised by the Company by issuing a total of 10,000,000 flow-through units at a price of \$0.40 per unit for gross proceeds of \$4,000,000. Each flow-through unit will be comprised of one flow-through common share and one common share purchase warrant. Each share purchase warrant entitles the holder to acquire one additional non flow-through common share of the Company for a period of one year, at a price of \$0.55.

Fees and commissions will be payable in connection with the private placement. The private placement is subject to the approval of the TSX Venture Exchange. The funds raised by the private placement will be used for exploration programs on the Company’s West Raglan Project, located in northern Quebec.

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
Chairman Telephone: (604) 684-6535

Item 9

Date of Report

November 8, 2007