

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**

December 3, 2007

Item 3 **News Release**

The news release dated December 3, 2007 was issued in Vancouver, British Columbia and disseminated through Marketwire.

Item 4 **Summary of Material Change**

The Company reports the closing of the final tranche of a non-brokered private placement totalling \$4,000,000. In the final tranche, \$300,000 was raised through the issuance of 750,000 units at a price of \$0.40 per unit. Each unit is comprised of one flow-through common share and one common share purchase warrant. Each share purchase warrant entitles the holder to acquire one non flow-through common share of the Company, at a price of \$0.55 per share until November 28, 2008.

Item 5 **Full Description of Material Change**

The Company reports the closing of the final tranche of a non-brokered private placement totalling \$4,000,000. In the final tranche, \$300,000 was raised through the issuance of 750,000 units at a price of \$0.40 per unit. Each unit is comprised of one flow-through common share and one common share purchase warrant. Each share purchase warrant entitles the holder to acquire one non flow-through common share of the Company, at a price of \$0.55 per share until November 28, 2008.

The shares issued in the final tranche of the private placement, and any shares to be issued on exercise of the warrants, are subject to a hold period expiring March 29, 2008.

The funds raised by way of 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

December 3, 2007