FORM 53-901F SECURITIES ACT (BRITISH COLUMBIA) MATERIAL CHANGE REPORT UNDER SECTION 85(1)
FORM 27 SECURITIES ACT (ALBERTA) MATERIAL CHANGE REPORT UNDER SECTION 146(1)

[NOTE: Every report required to be filed under the foregoing Acts shall be sent to the Commission in an envelope addressed to the Commission and marked "Continuous Disclosure".]

[NOTE: Where the report is filed on a confidential basis, put at the beginning of the report in block capitals "CONFIDENTIAL" and everything that is required to be filed shall be placed in an envelope addressed to the Commission marked "CONFIDENTIAL".]

Item 1. REPORTING ISSUER

Norwood Resources Ltd.
Suite 404, 815 Hornby Street
Vancouver, BC
V6Z 2E6

Telephone: (604) 642-6566

Item 2. DATE OF MATERIAL CHANGE

May 12, 2004

Item 3. PRESS RELEASE

The press release was made by the Issuer on May 12, 2004 and was released to the TSX Venture Exchange, being the only exchange upon which the shares of the Issuer is listed, and through various other approved public media.

Item 4. SUMMARY OF MATERIAL CHANGE

Norwood Resources Ltd. (the "Company") announces that it has received final acceptance from the TSX Venture Exchange and has closed a private placement raising proceeds of $3,605,000 through the placement of 7,210,000 Units.

Item 5. FULL DESCRIPTION OF MATERIAL CHANGE

Norwood Resources Ltd. (the "Company") announces that it has received final acceptance from the TSX Venture Exchange and has closed a private placement raising proceeds of $3,605,000 through the placement of 7,210,000 Units. Each Unit consists of one common share and one common share purchase warrant (the "Warrant") exercisable for a two year period at $0.60 in the first year and $0.75 in the second year. The Warrants are subject to an accelerated expiry provision such that if the Company's share price exceeds $1.50 for 30 consecutive trading days, the exercise period of the Warrants will be reduced to a period of 10 days from the date that the Company provides an Accelerated Expiry Notice to the Warrant Holders. The securities issued pursuant to the private placement are subject to a four-month hold period and may not be traded prior to September 12, 2004.

Item 6. RELIANCE OF SECTION 85(2) OF THE ACT

Not applicable.

Item 7. OMITTED INFORMATION

Not applicable.

Item 8. SENIOR OFFICERS

The following senior officers of the Issuer are knowledgeable about the material change and may be contacted by the Commission at the following address and telephone number:

Raymond Cahill – President
Bonnie Whelan – Secretary

Suite 404, 815 Hornby Street
Vancouver, BC
V6Z 2E6
Telephone: (604) 642-6566

Item 9. STATEMENT OF SENIOR OFFICER

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia this 13th day of May, 2004.

"Bonnie Whelan"

Bonnie Whelan, Secretary