

BC FORM 53-901F

Securities Act

MATERIAL CHANGE REPORT

Material Change Report Under Section 85(1) of the *Securities Act* (British Columbia) and Section 146(1) of the *Securities Act* (Alberta)

Item 1. Reporting Issuer

KIMBER RESOURCES INC.
215 - 800 West Pender Street
Vancouver, British Columbia
V6C 2V6

("Kimber" or the "Company")

Item 2. Date of Material Change

December 16, 2003

Item 3. Press Release

A press release announcing the material change was issued by Kimber on December 16, 2003 at Vancouver, British Columbia

Item 4. Summary of Material Change

The Company announced the closing, subject to final approval of the TSX Venture Exchange, of two (2) private placements, a brokered and a non-brokered private placement of 1,000,000 units each at a price of \$0.70 per unit to realize gross proceeds totaling \$1,400,000. Each unit consists of one common share and one-half of one non-transferable share purchase warrant. One whole warrant will entitle the holder to purchase one additional common share of the Company until December 16, 2004 at a price of \$0.80. Canaccord Capital Corporation acted as agent for the brokered private placement, in consideration of which it received an 8% commission (paid as to ½ in cash and ½ in units) and agent's share purchase warrants to purchase 200,000 common shares. Each agent's warrant is exercisable into one common share at \$0.80 until December 16, 2004.

Item 5. Full Description of Material Change

The full text of the press release referred to in Item 3 above announcing the material change is as follows:

“KIMBER ANNOUNCES CLOSING OF TWO PRIVATE PLACEMENTS

Kimber Resources Inc. (the “Company”) reports the closing of the brokered and the non-brokered private placements, both of which were announced in early November, 2003. Both private placements, each for 1,000,000 units at a price of \$0.70 per unit, have realized gross proceeds totaling \$1,400,000. Each unit consists of one common share and one-half of one non-transferable share purchase warrant. One whole warrant entitles the holder to purchase one additional common share of the Company until December 16, 2004 at a price of \$0.80. Canaccord Capital Corporation (Canaccord) acted as agent for the brokered private placement, and received a \$5,000 administration fee, a commission of 8%, one-half in cash and one-half in units, and 200,000 agent’s share purchase warrants. Each agent’s warrant is exercisable into one common share at \$0.80 until December 16, 2004. The non-brokered private placement was to Puplava Securities, Inc. (“Puplava”) and related parties and certain other parties. The shares forming part of the units and any shares acquired on exercise of the warrants or agent’s warrants are subject to a four month hold period.

The proceeds of both private placements, after deduction of commission and expenses, will be used for continuation of the drilling program on the Monterde property, metallurgical testing and environmental studies. Drilling will resume on the Monterde property in January, 2004.

With the closing of the private placements the Company has approximately \$3.2 Million in the treasury. If all of the outstanding share purchase warrants that are due on January 12, 2004 are exercised, the Company will have an additional \$2.7 Million cash on hand.

The private placements are subject to the final acceptance of the TSX Venture Exchange.

FOR FURTHER INFORMATION PLEASE CONTACT:

Michael E. Hoole, Vice President and CFO, Email mhoole@kimberresources.com

or Paul Frigstad, Investor Relations, Email pfrigstad@kimberresources.com

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Website: <http://www.kimberresources.com>

Statements in this release may be viewed as forward-looking statements. Such statements involve risks and uncertainties that could cause actual results to differ materially from those projected. There are no assurances the Company can fulfil such forward-looking statements and the Company undertakes no obligation to update such statements. Such forward-looking statements are only predictions; actual events or results may differ materially as a result of risks facing the Company, some of which are beyond the Company’s control.

The TSX Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of this release.”

Item 6. Reliance on Section 85(2) of the *Securities Act* (British Columbia) and Section 146(2) of the *Securities Act* (Alberta)

Not applicable

Item 7. Omitted Information

No information has been omitted from Item 5 for reasons of confidentiality.

Item 8. Senior Officers

Mr. Michael E. Hoole, Vice President, Chief Financial Officer & Secretary is knowledgeable about the material change and this report and may be contacted at (604) 669-2251 (Loc. 110)

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, this 18th day of December, 2003.

KIMBER RESOURCES INC.

“M. E. Hoole”

per
Michael E. Hoole
Vice President, CFO and Secretary