

FORM 51-102F3

Material Change Report

ITEM 1. NAME AND ADDRESS OF COMPANY

Tone Resources Limited (the "Company")
2244 West 32nd Avenue
Vancouver, BC V6L 2B2

ITEM 2. DATE OF MATERIAL CHANGE

September 7, 2004

ITEM 3. NEWS RELEASE

Issued September 7, 2004 and distributed through the facilities of of the TSX Venture Exchange, Canada Stockwatch and Market News.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company commences drilling on the Carlin Trend.

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

See attached news release.

ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OR (3) OF NATIONAL INSTRUMENT 51-102

Not applicable.

ITEM 7. OMITTED INFORMATION

No information has been omitted on the basis that it is confidential information.

ITEM 8. EXECUTIVE OFFICER

Contact: Scott Baxter, President
Telephone: 604-263-5614

ITEM 9. DATE OF REPORT

DATED at Vancouver, British Columbia, this 17th day of September, 2004.

Tone Resources Limited

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Website: www.ToneResources.com

Trading Symbol: TNS/TSXV

PRESS RELEASE

September 7, 2004

STONE RESOURCES COMMENCES DRILLING ON THE CARLIN TREND: The Company commenced drilling the Red Ridge Project in the Rain District on the Carlin Trend. Three to four holes are planned to provide an initial test of the two primary targets: the northern, prospective high-grade extension of the Emigrant Springs deposit, and the northwest-trending Red Ridge structural zone. A detailed soil survey, completed in 2003, was conducted along a 7500 foot-long (approx. 2 kilometres) portion of the Red Ridge structure with favourable results including gold up to 179 ppb, arsenic to 625 ppm, antimony to 226 ppm, mercury to 14 ppm and zinc to 1650 ppm. One anomalous soil zone provided float samples up to 1.03 ppm gold. The Red Ridge target opportunity is very similar to Newmont's nearby high-grade Northwest Rain, Tess, and Saddle deposits gold deposits.

The surface expression of the Red Ridge target consists of a 3 kilometre long by 50 to 150 metre-wide strongly altered zone of stringered to pervasive, silicified, dolomitized, baritized, and sulfidized (mostly as iron oxides) breccia and highly broken rock. Lamprophyre dikes are also present. The Red Ridge target opportunity is a high-grade, Rain and Meikle-like target developed at depth near and along the Webb-Devils Gate contact juxtaposed against the Red Ridge fault. The Red Ridge fault bounds the Rain graben on the northeast; the Rain fault bounds the same Rain graben on the southwest. To date approximately 4 million, high-grade ounces of gold have been discovered along the Rain fault.

BATTLE MOUNTAIN – EUREKA GOLD TREND PROPERTIES: Tone Resources Limited (the "Company") controls 6 claim groups, a total of 234 claims, on the Battle Mountain – Eureka Trend southeast of Placer Dome's Cortez District. Staking these claims commenced in 2001 and focused on specific target opportunities. Several of these claim groups have recently been surrounded by Placer Dome, Newmont, and others.

The Company is actively exploring numerous targets covered by these claims. Four drill programs have been conducted since 2002. The Gold Bar North (GBN) project has recently been permitted and bonded for drilling, and a notice of intent to drill the North Kobeh (NK) project and South Wall (SW) project has been submitted to BLM. A recent rock-soil survey on the South Keystone (SK) project has provided encouraging assay results from a large area of visibly altered rock in an area never previously explored.

The Company management team is focused on exploring and advancing prospective gold projects in Nevada. The Company has 12,807,476 shares outstanding.

The above is subject to regulatory approval.

ON BEHALF OF THE BOARD OF DIRECTORS

Scott Baxter, President

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