This is the form of a material change report required under section 85(1) of the Securities Act and section 151 of the Securities Rules.

BC FORM 53-901F

Securities Act
MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE ACT

Note: This form is intended as a guideline. A letter or other document may be used if the substantive requirements of this form are complied with.

Note: Every report required to be filed under section 85(1) of the Securities Act and section 151 of the Securities Rules shall be sent to the Commission in an envelope addressed to the Commission and marked "Continuous Disclosure."

NOTE: WHERE THIS REPORT IS FILED ON A CONFIDENTIAL BASIS PUT AT THE BEGINNING OF THE REPORT IN BLOCK CAPITALS "CONFIDENTIAL SECTION 85", AND EVERYTHING THAT IS REQUIRED TO BE FILED SHALL BE PLACED IN AN ENVELOPE ADDRESSED TO THE SECRETARY OF THE COMMISSION MARKED "CONFIDENTIAL."

Item 1. **Reporting Issuer**

KENSINGTON RESOURCES LTD.
Suite 306, 1208 Wharf Street
Victoria, British Columbia
Canada, V8W 3B9

Telephone: (250) 361-1578

Item 2. **Date of Material Change**

April 26, 2004

Item 3. **Press Release**

April 26, 2004 disseminated via CCN Matthews, Vancouver Stockwatch and Market News.

Item 4. **Summary of Material Change**

Kensington Resources Ltd. (the “Company”) announced steps intended to strengthen the management of the Company with new skills to meet the challenges of the current phase of its activities. David Stone, who has led the Company as President since 1997, concurs with the direction being taken. He has resigned as President of the Company effective immediately.

Item 5. **Full Description of Material Change**

See Schedule “A” attached.

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

Not Applicable

Item 7. **Omitted Information**

Not Applicable

Item 8. **Senior Officers**

Murray Tildesley, Secretary
Kensington Resources Ltd.
Suite 306, 1208 Wharf Street
Victoria, British Columbia
Canada, V8W 3B9

Telephone: (250) 361-1578

Item 9. **Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

DATED this 29th day of April, 2004.

(signed) *"Murray Tildesley"*
(signature)

Murray Tildesley
(Name)

Secretary & Director
(Position)

Victoria, British Columbia
(Place of Declaration)

SCHEDULE "A"

KENSINGTON RESOURCES

Head Office

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FORM 20-F FILE #0-24980
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NEWS RELEASE

Victoria, B.C., Monday, April 26, 2004 – The Board of Directors of Kensington Resources Ltd. is pleased to announce steps intended to strengthen the management of the Company with new skills to meet the challenges of the current phase of its activities. David Stone, who has led the Company as President since 1997, concurs with the direction being taken. He has resigned as President of the Company effective immediately and the Board of Directors expresses its appreciation and thanks to David for his efforts and his years of service as President. The operations of the Company will be conducted by the Board of Directors while the Company searches for a suitable replacement with diamond mining related experience and management skills to provide leadership for the next stage in the development of the Fort à la Corne Joint Venture Diamond Project in Saskatchewan. David Stone will remain on the Board of Directors and will assist in the process.

ON BEHALF OF THE BOARD OF DIRECTORS
OF KENSINGTON RESOURCES LTD.

(signed) "Murray Tildesley"

Murray Tildesley
Secretary

TRADING SYMBOL: KRT-TSX.V

For further information, please contact:

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