FORM 51-102F3
Material Change Report

Item 1. **Name and Address of Company**

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

Item 2. **Date of Material Change**

May 13, 2004

Item 3. **News Release**

A news release was disseminated via CCN Matthews, Vancouver Stockwatch and Market News on May 17, 2004 and filed on SEDAR on May 17, 2004.

Item 4. **Summary of Material Change**

Kensington Resources Ltd. (the "Company") announced that it had appointed Robert A. McCallum as President of the Company effective June 1, 2004. At a meeting of the Board held on May 13, 2004, Mr. McCallum was also appointed a Director of the Company with immediate effect.

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

See Schedule "A" attached hereto.

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.

Item 8. **Executive Officer**

The following executive officer of the Company is knowledgeable about the material change and may be contacted to answer questions regarding this report: David H. Stone, Director, Telephone: (250) 361-1578.

Item 9. **Date of Report**

May 18, 2004

SCHEDULE "A"

Head Office

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FORM 20-F FILE #0-24980
LISTED IN STANDARD & POOR'S

ROBERT A. McCALLUM APPOINTED PRESIDENT & DIRECTOR

Victoria, B.C., Monday, May 17, 2004 – The Board of Directors of Kensington Resources Ltd. (the "Company") is pleased to announce that it has appointed Robert A. McCallum as President of the Company effective June 1, 2004. At a meeting of the Board held on May 13, 2004, Mr. McCallum was also appointed a Director of the Company with immediate effect.

Mr. James Rothwell, speaking on behalf of the Board, said, "We are delighted to have Mr. McCallum join our Company as President. He has a solid foundation in diamonds coupled with extensive professional management skills and a proven record in investor and joint venture relations in the mining industry. As such, the Board believes he is the right man at the right time to lead our Company forward to a development decision on the Fort à la Corne Joint Venture Diamond Project." Mr. McCallum has over 45 years of international mining experience in diamonds, gold, uranium, industrial minerals and base metals and more than 20 years in corporate management as an officer and/or director of companies.

Most recently, Mr. McCallum was President and COO of Philex Mining Corporation in Manila, Philippines, until he retired at the end of 1998. Since retirement he has been engaged as a consultant to the new owners of South Africa's gold mines and as a Director of Miramar Mining Corporation until June 2002.

"I am pleased and excited to have this opportunity and look forward to unlocking the immense potential of Kensington's assets for the benefit of all our stakeholders," said Mr. McCallum.

The highlights of Mr. McCallum's CV are listed below.

The Fort à la Corne Diamond Project is a joint venture among Kensington Resources Ltd. (42.25%), De Beers Canada Exploration Inc., a wholly owned subsidiary of De Beers (42.25%), Cameco Corporation (5.5%) and UEM Inc. (carried 10%). The 71+ kimberlite bodies of the Fort à la Corne Field form one of the largest diamondiferous clusters in the world.

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

(signed) "David H. Stone"

David H. Stone
Director

(signed)"Murray Tildesley"

Murray Tildesley
Secretary and Director

TRADING SYMBOL: KRT-TSX.V

For further information, please contact:

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Murray Tildesley, Secretary
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ROBERT A. McCALLUM

Born in Kimberley, South Africa, Mr. McCallum started his mining career with De Beers Consolidated Mines Ltd. and over a period of seventeen years rose through the ranks from miner to Assistant General Manager of the District Division with responsibility for the Finsch, Koffiefontein, Jagersfontein and De Beers diamond mines. At various phases of his career with De Beers, Mr. McCallum was the manager in charge of the re-opening of both the De Beers mine and the Koffiefontein mine.

Mr. McCallum has a BSc. Degree in Mining Engineering from the University of the Witwatersrand and completed the Program for Management Development at the Harvard School of Business in Boston, Massachusetts.

Mr. McCallum was transferred from De Beers to the Gold and Uranium Division of Anglo American Corporation of South Africa in 1972 and spent the next six years as Production Manager of first, Western Holdings Ltd., and then Vaal Reefs, South Division, where he managed all production functions at these large, deep gold mines.

Mr. McCallum and his family immigrated to Canada in 1978 and he worked initially for Denison Mines Limited as Manager of Engineering Services and then moved to Faro, Yukon as Senior Vice President and General Manager of the Faro lead zinc silver mine. Here he was instrumental in securing $25 million of Federal Government funding to continue limited mine operations during a period of depressed metal prices.

In 1984, Mr. McCallum moved to Lanigan, Saskatchewan as General Manager of the Lanigan Potash mine.

In 1997, Mr. McCallum joined Corona Corporation as Vice President, Operations. In addition to managing the operation of the Renabie and Nickel Plate gold mines, he brought the Jolu mine in Saskatchewan and the Santa Fe mine in Nevada through feasibility and construction to full production. Both these mines were completed on schedule and under budget and contributed substantially to the profitability of the company.

In 1993 Mr. McCallum joined Philex Mining Corporation in Manila, Philippines, as President, Chief Operating Officer and Director. Philex is the largest mining company in the Philippines. With the start-up of the Bulawan gold mine in Negros and the Sibutad heap leach gold mine in Mindanao, Mr. McCallum participated in an extensive road show through North America and Europe which completed a successful IPO for a new gold subsidiary, Philex Gold Inc.