FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 **Name and Address of Company**

United Carina Resources Corp.
105 – 111 Research Drive
Saskatoon, SK S7N 3R2

Item 2 **Date of Material Change**

May 4, 2004

Item 3 **News Release**

The news release dated May 4, 2004 was issued in Vancouver, BC and disseminated through Canada Stockwatch and Market News.

Item 4 **Summary of Material Change**

The Company, together with its joint venture partner Consolidated Pine Channel Gold Corp. (TSX Venture – KPG), reported that the first two holes drilled on their Smeaton, Saskatchewan area property have encountered significant intersections of Kimberlite, as more particularly described below.

Item 5 **Full Description of Material Change**

The Company, together with its joint venture partner Consolidated Pine Channel Gold Corp. (TSX Venture – KPG), reported that the first two holes drilled on their Smeaton, Saskatchewan area property have encountered significant intersections of Kimberlite.

Hole number one entered Kimberlite at a depth of 410 feet and continued in Kimberlite to a depth of 903 feet for a total intersection of 483 feet. This intersection is one of the thickest to be encountered in the Fort à la Corne area to date. Hole number two entered Kimberlite at a depth of 394 feet and stayed in Kimerlite to 640 feet for a total thickness of 246 feet.

Preliminary logging of the two holes was conducted in a secure wharehouse and then split. The samples from the two holes were then transported to the Saskatchewan Research Council's diamond laboratory in Saskatoon for analysis.

After a short break to allow ground conditions to thaw and dry out, drilling is about to resume on this target, with two or three more holes to be drilled. The purpose of these holes is to further define the geometry of the Kimberlite pipe and to provide further samples to assay for any diamond content.

The Smeaton property is currently jointly owned by United Carina and Pine Channel, with CMKM Diamonds Inc. (OTC. CMKX – Pink Sheets) and U.S. Canadian Minerals Inc. (UCAD – OTC Bulletin Board) each earning a 25% interest. The 25% interests will be earned by CMKM Diamond Inc. and U.S. Canadian Minerals Inc. each providing US$50,000 and each funding Cdn$200,000 worth of exploration on the 27 claim property. Following the drilling of the current target, further work will be conducted on the other areas of the property.

The Qualified Person on this project is Mr. Ralph Newsom of Saskatoon, Saskatchewan.

Item 6 **Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Confidentiality is not requested.

Item 7 **Omitted Information**

No information has been omitted in respect of the material change.

Item 8 **Executive Officer**

RICK WALKER
President Telephone: (306) 664-3828

Item 9 **Date of Report**

May 13, 2004.

UNITED CARINA RESOURCES CORP.

Per: *“Rick Walker”*

Rick Walker,
President