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.

FORM 53-901.F
MATERIAL CHANGE REPORT
UNDER SECTION 85 (1) OF THE SECURITIES ACT (BRITISH COLUMBIA)

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.

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

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**

Brasilca Mining Corp.
402 - 625 Howe Street
Vancouver, BC, Canada V6C 2T6
(604) 682-1984

Item 2. **Date of Material Change**

April 3, 2002

Item 3. **Press Release**

A press release was issued to the Canadian Venture Exchange on April 3, 2002 and disseminated through Canada Stockwatch and Market News.

Item 4 & 5 **Summary and Full Description of Material Change**

Franz Scheitz, President of Brasilca Mining Corp. ("Brasilca"), wishes to announce that the Company is proposing to undertake a corporate restructuring whereby Brasilca would create a new company ("Newco"), into which it would transfer a 100% interest in Brasilca's Aragarças diamond property.

Through a Plan of Arrangement the shareholders of Brasilca would receive shares in Newco by way of stock distribution (at a ratio to be determined later) on the record date. The record date for the purpose of determining the holders of Brasilca shares who will be entitled to receive shares in Newco is the business day preceding the date that a Plan of Arrangement is recorded with the Registrar of Companies.

The restructuring plan is subject to shareholder approval and to the acceptance of the transaction by the CDNX. Upon completion of the transaction, Newco will immediately apply for listing of its shares on the CDNX and the listing will be subject to Newco meeting the listing criteria of the CDNX.

Newco will concentrate on the development of diamond projects; the Aragarças diamond property and other potential diamond properties being analyzed by the company. The Aragarças alluvial diamond project is situated in western Goias state in central Brazil. The Company spent US$1.6 million in the past two years on the project, which established a processing plant with a design capacity of 48 cubic meters per hour, and processed 11,000 cubic meters of gravel in a test mining operation. From the test mining, 2,616 diamonds weighing 742 carats were sold for US$115,936. Brasilca plans to commence a program designed to sample diamond-bearing gravels in a new area with shallow overburden. This new area is on the west side of the Araguaia river within an untested part of the same paleochannel environment which was the focus of test mining activity. If the results of this new work are positive, then the project could proceed to feasibility study and ultimately to full production.

Brasilca would retain and concentrate on its Tucumã "Iron Oxide – Copper - Gold" property, which is being actively explored through a joint venture with Teck Cominco and Inco. In addition, Brasilca would continue its exploration for other "Iron Oxide – Copper - Gold" properties within Brazil.

Item 6. <u>Reliance on section 85 (2) of the Act</u>

This report is not being filed on a confidential basis.

Item 7. <u>Omitted Information</u>

No information has been intentionally omitted from this form.

Item 8. Senior Officers

To obtain further information, contact the following senior officer of the Issuer:
Jagdish Vyas, Director & VP Administration
Telephone: (604) 682-1984

Item 9. <u>Statement of Senior Officer</u>

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, on April 17, 2002.

BRASILCA MINING CORP.

By: "Jagdish Vyas"
Jagdish Vyas
Director and VP Administration