

**BC FORM #51-102F3**

**MATERIAL CHANGE REPORT**

**1 Name and Address of Company**

DIAMONDEX RESOURCES LTD.  
1410 - 650 West Georgia Street, Vancouver, British Columbia V6B 4N8

**2 Date of Material Change**

April 21, 2006

**3 News Release**

Issued April 21, 2006 and copy provided to the TSX Venture Exchange on that date. The news release was further disseminated through the facilities of CCN, Stockwatch and Market News.

**4 Summary of Material Change**

The Company announced a \$15 Million financing.

**5 Full Description of Material Change**

**Vancouver, B.C. – DIAMONDEX RESOURCES LTD. (DSP-TSXV) (“Diamondex”)** is pleased to announce that it has entered into an agreement with a syndicate of underwriters led by Genuity Capital Markets and including Westwind Partners Inc., under which the underwriters have agreed to purchase on a bought deal private placement basis and sell to qualified investors 21,500,000 units of Diamondex at a price of \$0.70 per unit for total gross proceeds to Diamondex of \$15,050,000. Each unit will consist of one common share and one half of a warrant. Each whole warrant will be exercisable for an additional common share for 24 months from closing at a price of \$0.85 per share. The underwriters will have the option to purchase, on a best efforts basis, up to an additional 2,150,000 units at any time prior to closing for additional gross proceeds to Diamondex of \$1,505,000. Closing of the offering is scheduled to occur on or about May 3, 2006. The securities issued in connection with this financing will be subject to a “hold” period of four months and one day from closing.

The offering is subject to a number of conditions, including, without limitation, receipt of all regulatory approvals and the purchase by Barrick Gold Corporation of at least 3,053,000 units (3,358,300 units should the underwriters’ option be exercised).

In consideration for their services, the underwriters will receive a cash commission equal to 6% of the proceeds raised under the offering together with broker warrants entitling the underwriters to purchase common shares of Diamondex equal to 6% of the units sold under the offering for a period of 12 months from closing at a price of \$0.85 per share, in both instances, net of the units purchased by Barrick.

The net proceeds from the offering will be used for further exploration of Diamondex’s Lena West, Brodeur and Pegasus properties and for general corporate purposes.

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

Not applicable

**7 Omitted Information**

No information has been intentionally omitted from this form.

**8 Executive Officer**

Further information may be obtained from Randy Turner, President of the Company, at 1410 - 650 West Georgia Street, Vancouver, British Columbia, V6B 4N8 Tel: 604-687-6644.

**9 Date of Report**

April 25, 2006