FORM 53-901F

(Previously Form 27)

MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE *SECURITIES ACT*(BRITISH COLUMBIA)

1. Reporting Issuer

Providence Diamond Corp.
Suite 1450 – 789 West Pender Street
Vancouver, BC, V6C 1H2

2. Date of Material Change

April 28, 2004

3. Press Release

The Press Release dated April 28, 2004 was disseminated via Market News Publishing and Canada Stockwatch.

4. Summary of Material Change

Property acquisition. See attached press release dated April 28, 2004.

5. Full Description of Material Change

Providence Diamond Corp. announced that it entered into an assignment agreement with Providence Exploration Corp., and thereby has acquired an option from New Cantech Ventures Inc. to acquire a 50% interest in the Bill and Cross properties located in central British Columbia.

6. Reliance on Section 85(2) of the Act

Not Applicable

7. Omitted Information

Not Applicable

8. Senior Officers

Jody Dahrouge, Director
Patrick Power, Director
Christopher Grove, Director

Tel. 604.681.1568

9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

Dated at Vancouver, British Columbia on the 28th day of April, 2004.

PROVIDENCE DIAMOND CORP.

Per:

"Patrick Power"
Patrick Power, Director

SCHEDULE "A"

Providence Diamond Corp. Acquires Interest in Bill and Cross Gold Properties

April 28, 2004, Vancouver, BC: Providence Diamond Corp. ("Providence") announces that it has entered into an assignment agreement with Providence Exploration Corp., and thereby has acquired an option from New Cantech Ventures Inc. (NCV – TSX Venture) to acquire a 50% interest in the Bill and Cross properties located in central British Columbia (the "Bill and Cross Property Option").

Cross Project

The Cross Project consists of six mineral claims (150 hectares) and is located approximately 13km northwest of the town of Little Fort, British Columbia. The target mineralization for exploration at the Cross Project is copper / silver hosted by Nicola Group rocks of the Quesnel Trough. Initial exploration at the property included a small trenching program which revealed copper mineralization over a length of ten meters. This was followed by a more extensive exploration program by New Cantech in late 2003.

In October 2003, grab samples of the copper mineralization were collected and returned assay values of **10.5% and 13.1% copper and high concentrations of silver (238.5 g/t and 195.0 g/t) respectively**. This was followed by continued soil sampling and geophysical (VLF-EM) surveys. The surveys revealed distinct geochemical (copper, silver, gold, lead) anomalies coincident with, and adjacent to, a 600 meter long north-northwest trending VLF-EM conductor that is centered over the aforementioned mineralized trench. Several copper mineralized float boulders were also discovered up to 600 meters south-southeast of the trench discovery.

Providence and New Cantech will immediately commence further delineation of the coincident geochemical and geophysical anomaly in preparation for an exploration program of trenching and drilling in late spring 2004. The joint venture has negotiated and contracted for 5,000 feet of drilling which will be allocated among the Cross and Bill Projects.

Bill Project

The Bill Project consists of 12 mineral claims (150 hectares) and is located approximately 10km northwest of the town of Little Fort, British Columbia. The exploration target mineral at the Bill Project is gold / copper mineralization hosted by an altered felsic intrusion within Nicola Group rocks of the Quesnel Trough. The Quesnel Trough rocks that underlie both the Bill Project and the Cross Project host many of British Columbia's largest and most economically important porphyry deposits. These include the Afton-Ajax (Kamloops), Copper Mountain (Princeton), and Mount Polley (Likely) copper-gold porphyries and the copper-molybdenum deposits of the highland Valley area. In addition, the rocks of the Quesnel Trough host a number of major copper or gold skarn deposits including Craigmont (Merritt) and Nickel Plate (Hedley).

On the Bill Project, previous soil and rock sampling has revealed anomalous gold, copper and molybdenum over several hundred meters. Drilling in the fall intersected an altered felsic intrusive containing 260 ppb gold over 7.75 meters. Surface samples of similar materials contained up to 1.59 grams/gold per tonne. Further drilling is planned at the Bill Project in the spring of 2004, and will focus on the felsic intrusive.

Under the terms of the Assignment Agreement, Providence must reimburse Providence Exploration Corp. for all expenditures it previously made to Cantech Ventures Inc. and then it must assume all of the obligations under the Bill and Cross Property Option.

In order to exercise the Bill and Cross Property Option, Providence, or its predecessor to the option, must:

a) pay Cantech Ventures $5,500, payable, at the election of Providence, in cash or in shares of Providence, with such shares having a deemed value of $0.15 per share;
b) by July 1, 2004 completing and paying the full cost of 1,000 feet of drilling and completing and paying the full cost of trench blasting and conducting geophysics;
c) by July 1, 2004 paying Cantech Ventures $10,000 in cash;
d) by July 1, 2004 paying Cantech a further $27,500, payable, at the election of Providence, in cash or in shares of Providence, with such shares having a deemed value of $0.15 per share;
e) by July 1, 2004, committing to reimburse Cantech for its exploration expense to be incurred up to July 1, 2005 and reimbursing Cantech within 15 days of being presented an invoice for such exploration work;
f) by July 1, 2005 paying Cantech $25,000;
g) by July 1, 2005, paying Cantech a further $30,000;
h) by July 1, 2005 committing to reimburse Cantech for one-half of the exploration expense Cantech is to incur by July 1, 2005; and
i) reimbursing Cantech for such exploration expense within 15 days of being presented an invoice for such exploration work.

The geological disclosure in this news release has been reviewed and approved by Werner Greunwald, P.Geo., a Qualified Person, under National Policy 43-101.

For further information, please contact Patrick Power, President of Providence Diamond Corp. at (604) 689 1799.

On Behalf of the Board of Directors
PROVIDENCE DIAMOND CORP.

"Patrick Power"

Patrick Power
President

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