

FORM 51-102F3
MATERIAL CHANGE REPORT

Name and Address of Company

GRIZZLY DIAMONDS LTD. (the "Corporation")
#220, 9797 - 45 Avenue
Edmonton, Alberta T5E 5V8

Date of Material Change: April 29, 2009

News Release: News release disseminated on April 30, 2009 through Marketwire.

Summary of Material Change:

On April 29, 2009 the Corporation effected a first closing of a non-brokered private placement for gross proceeds of \$477,900.

Full Description of Material Change:

On April 29, 2009 the Corporation effected a first closing of a non-brokered private placement offering ("Offering") of an aggregate of 235,000 units ("Units") at a price of \$0.40 per Unit and an aggregate of 853,110 flow-through units ("FT Units") at a price of \$0.45 per FT Unit for gross proceeds of \$477,900. Each Unit consisted of one common share of the Corporation ("Common Share") and one non-transferable share purchase warrant ("Warrant") entitling the holder to acquire one additional Common Share at a price of \$0.60 until April 29, 2011. Each FT Unit consisted of one Common Share issued as a "flow-through share" pursuant to the *Income Tax Act* (Canada) and one-half of a non-transferable share purchase warrant ("FT Unit Warrant"). Each whole FT Unit Warrant entitles the holder to acquire one additional Common Share at a price of \$0.65 until April 29, 2010.

In connection with the sale of 777,777 FT Units, the Corporation paid an aggregate cash fee of \$28,000 (representing 8% of the gross proceeds from the sale of such FT Units) and issued non-transferable share purchase warrants ("Finder's Warrants") to acquire an aggregate of 77,776 Common Shares (representing 10% of such FT Units) at a price of \$0.45 per Common Share until April 29, 2011 to Limited Market Dealer Inc. and Euroglobal Capital Partners Inc., both of Toronto, Ontario.

The Units and FT Units were sold to qualified purchasers in reliance upon exemptions from the prospectus and registration requirements of applicable securities legislation. The securities comprising the Units, the FT Units, the Finder's Warrants together with any Common Shares issued pursuant to the exercise of the Warrants and Finder's Warrants will be subject to a restricted period expiring on August 30, 2009.

The Corporation intends to use the proceeds from the sale of the FT Units to incur expenditures which qualify as Canadian Exploration Expenses on the Corporation's Greenwood Gold Project in British Columbia.

The Corporation intends to continue the Offering of Units and FT Units until gross proceeds of \$1,000,000 are raised, but reserves the right to terminate the Offering at anytime without notice. The Offering was conditionally approved by the TSX Venture Exchange by letter dated April 23, 2009.

Disclosure for Restructuring Transactions: N/A

Reliance on subsection 7.1(2) or (3) of National Instrument 51-102: N/A

Omitted Information:

No information has been omitted on the basis that it is confidential information.

Executive Officer: Brian Testo, President and Chief Executive Officer - (780) 693-2365

Date of Report: May 6, 2009