

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Reporting Issuer

State the name and address of the principal office in Canada of the reporting issuer

**Britannica Resources Corp.
153 A, Perreault ave.
Val d'Or (Quebec) J9P 2H1
Tel: (819) 825-8088**

2. Date of Material Change

June 30, 2005

3. Press Release

State the date and places of issuance of the press release issued pursuant to Section 7.1 of NI 51-102.

This news release was issued on June 30, 2005 through Canada Stockwatch, Market News Publishing Inc. and other dissemination services.

4. Summary of material change:

Provide a brief but accurate summary of the nature and substance of the material change.

The Issuer is pleased to announce that all motions tabled in the management proxy statement and circular were passed at its shareholder's annual general meeting held Wednesday, June 15, 2005.

The board of Directors has appointed Mr. Lee A. Balak, a B.C. businessman and Mr. Fernand Valiquette, a Quebec businessman to the board of directors. Mr. Balak has been appointed president of the corporation.

The board has also set a private placement of up to 3 million units, consisting of one share at \$0.10 and one warrant exercisable at \$0.15 valid for one year. Proceeds will be for exploration purposes and general working capital.

Ms. Benita Silas and Mr. Richard Silas have resigned their positions from the board as of today's date. Mr. Michel David has resigned his position as a director and president as of today's date. Management would like to thank them for their past efforts and wish them well on there respective businesses going forward.

5. Full Description of Material Change

The Issuer is pleased to announce that all motions tabled in the management proxy statement and circular were passed at its shareholder's annual general meeting held Wednesday, June 15, 2005.

The board of Directors has appointed Mr. Lee A. Balak, a B.C. businessman and Mr. Fernand Valiquette, a Quebec businessman to the board of directors. Mr. Balak has been appointed president of the corporation.

The board has also set a private placement of up to 3 million units, consisting of one share at \$0.10 and one warrant exercisable at \$0.15 valid for one year. Proceeds will be for exploration purposes and general working capital.

Ms. Benita Silas and Mr. Richard Silas have resigned their positions from the board as of today's date. Mr. Michel David has resigned his position as a director and president as of today's date. Management would like to thank them for their past efforts and wish them well on there respective businesses going forward.

6. Reliance on Section 7.1 of NI 51-102

This report is not being filed on a confidential basis.

7. Omitted Information

There is no Omitted information

8. Executive Officers

**Richard Silas, Director
819-825-8088**

9. Statement of Executive Officer

The foregoing accurately discloses the material change referred to herein

Dated at Val d'Or, Quebec this 30th day of June, 2005

“Richard Silas”

**Name: Richard Silas
Director**