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.
400 3rd Avenue
Malartic, Quebec J0Y 1Z0
Tel: (819) 825-8088

2. Date of Material Change

August 9, 2006

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 August 9, 2006 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 announced that it has acquired a new exploration project in the Abitibi gold belt of Northwestern Quebec.

The South Porphyry property is located in Fourniere Township some 6km southeast of Malartic, Quebec, consisting of 59 claims comprising 3,068 hectares.

The property contains a quartz monozite porphyry intrusive, introduced into the sedimentary sequence of the Pontiac Formation, analogous to the past producing East Malartic (2.8 million ounces: 1938 to 1979, ref: QMNR MB87-25) and Camflo gold mines (2 million ounces, 1965 to 1992, ref: QMRN 32D/303). The property has been the object of very limited exploration.

The Issuer's geological staff believes that the intrusive, may not only be responsible for the emplacement of gold mineralization in the immediate area (Malartic Goldfields, East Malartic, Sladen Malartic), but may also contain significant mineralization on its own.

The Issuer can acquire 100 per cent of the property by making payments totaling 450,000 common shares and cash payments of 27,500 prior to Dec.31, 2007. The present owner, Malartic Goldfields Corp., retains a 1.5-per-cent net smelter return royalty on any production from the property.

5. Full Description of Material Change

The Issuer announced that it has acquired a new exploration project in the Abitibi gold belt of Northwestern Quebec.

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This new acquisition adds to an already significant portfolio of properties located in the Abitibi gold belt and centred on the Destor Porcupine/Blake River horizons, important base-metal and gold-bearing structures that include (among others) the following producers and producing mines: Laronde Agnico Eagle, Doyon, Bousquet, O'Brien, Kewagama et cetera in Quebec; and Dome, Holliges, Porcupine et cetera in Ontario.

With the present acquisition, Britannica now owns and controls ten properties covering approximately 8,900 hectares generally centred on the Destor Porcupine/Blake River structure.

In addition, the Issuer has entered into two joint ventures, that allows it to acquire up to 50 per cent in each property.

The first, with Northern Star Mining Corp. (www.nsmgold.com), contains the Kewagama/Blake River formation horizons, and the second with J.A.G Mines Ltd., is located on the same horizon immediately to the east of the Northern Star joint venture.

Both joint-venture acquisitions allow the Issuer to cover approximately eight-kilometer strike length of the eastern Blake River formation which to the west hosts the Cadillac mining camp and the Laronde Agnico Eagle mine.

The Issuer has just begun exploration on the Northern Star joint-venture project and already has found a previously unknown, new surface gold discovery (see news reported in Stockwatch July 18, 2006).

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The Issuer continues an aggressive exploration program on its new gold discovery on the Northern Star joint-venture project, and has begun initial exploration programs on its other projects.

Further results will be released as available.

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

   Fernand Valiquette, 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 9th day of August, 2006.

   "Fernand Valiquette"

   Name: Fernand Valiquette
   Director