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

September 26, 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 September 26, 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 Mr. Jonathan Awde has been appointed executive vice president and director.

Mr. Awde graduated from Acadia University with a Bachelor of Economics in 1999. He became a licensed Investment Advisor and U.S. proprietary trader in 2000, and has completed the Canadian Securities Course, the Conducts Practice Handbook and the Traders Training Course. In 2004 he completed the Company Directors Course through Simon Fraser University.

Over the past few years, Mr. Awde has been a business and financial consultant to public companies, specializing in the exploration and mining industries.

The Issuer is very pleased with this addition to the management team that will allow it to strengthen its business and financial expertise and practices.

The Issuer now owns and/or controls 10 properties and 3 option/joint ventures agreements comprising over 11,000 hectares, all in areas of favourable geology and/or known mineralization.

Exploration work continues, with focus on the Revillard project, where a new surface gold discovery has been recently announced. (See P.R. July 18th and August 19, 2006)

5. Full Description of Material Change

The Issuer announced that Mr. Jonathan Awde has been appointed executive vice president and director.

Mr. Awde graduated from Acadia University with a Bachelor of Economics in 1999. He became a licensed Investment Advisor and U.S. proprietary trader in 2000, and has completed the Canadian Securities Course, the Conducts Practice Handbook and the Traders Training Course. In 2004 he completed the Company Directors Course through Simon Fraser University.

Over the past few years, Mr. Awde has been a business and financial consultant to public companies, specializing in the exploration and mining industries.

The Issuer is very pleased with this addition to the management team that will allow it to strengthen its business and financial expertise and practices.

The Issuer is compiled a significant portfolio of exploration projects centred on the Blake River/Destor-Porcupine horizons, important base metal and gold-bearing structures that include (among others) the following past producers or mines are: Laronde Agnico Eagle, Doyon, Bousquet, O'Brien, Kawagama and others in Quebec; and Dome, Hollinger, Porcupine and others in Ontario.

The Issuer now owns and/or controls 10 properties and 3 option/joint ventures agreements comprising over 11,000 hectares, all in areas of favourable geology and/or known mineralization.

Exploration work continues, with focus on the Revillard project, where a new surface gold discovery has been recently announced. (See P.R. July 18th and August 19, 2006)

The Issuer continues the exploration activities and further results will be released shortly.

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

   Lee Balak, 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 26th day of September, 2006

   "Lee Balak"

   Name: Lee Balak
   Director