

**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, Avenue Perreault  
Val-d'Or, Quebec J9P 2H1  
Tel: (819) 825-9311**

2. Date of Material Change

**November 26, 2007**

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 November 26, 2007 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 is arranging a non-brokered private placement of up to 2,100,000 flow-through units at \$0.30 cents per unit for gross proceeds of \$630,000. Each unit will consist of one flow-through share and one-half of one non-flow through common share purchase warrant, each whole warrant entitling the purchaser to purchase one additional common share at an exercise price of \$0.40 for two years.**

**The Issuer shall pay a finder's fee on a portion of the flow-through financing in respect of purchasers of securities introduced to the company by the finder. The finder's fee shall equal 7% per cent of the total amount paid by purchasers, to be paid by cash.**

**The closing of the financing is subject to certain conditions, including the acceptance of the terms of the financing by the TSX Venture Exchange.**

5. Full Description of Material Change

**The Issuer announced that it is arranging a non-brokered private placement of up to 2,100,000 flow-through units at \$0.30 cents per unit for gross proceeds of \$630,000. Each unit will consist of one flow-through share and one-half of one common share purchase, each warrant entitling the purchaser to purchase an additional one-half of one flow-through share at an exercise price of \$0.40 for two years**

**The Issuer shall pay a finder's fee on a portion of the flow-through financing in respect of purchasers of securities introduced to the company by the finder. The finder's fee shall equal 7% per cent of the total amount paid by purchasers, to be paid by cash.**

**The proceeds from the flow-through financing will be used for exploration on The Issuer's Quebec properties.**

**The closing of the financing is subject to certain conditions, including the acceptance of the terms of the financing by the TSX Venture Exchange.**

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

**Jeffrey Cocks, President  
819-825-9311**

9. Statement of Executive Officer

**The foregoing accurately discloses the material change referred to herein**

**Dated at Val d'Or, Quebec this 4th day of December, 2007**

**“Jeffrey Cocks”**

**Name: Jeffrey Cocks  
President**