

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of the Company

Britannica Resources Corp.
153A Perreault Ave.
Val d'Or, Quebec, J9P 2H1

(the "Issuer")

Item 2. Date of Material Change

April 8, 2008

Item 3. Press Release

The press release was disseminated through the Canada Stockwatch and Market News on April 8, 2008.

Item 4. Summary of Material Change

The Issuer announced the cancellation of 1,900,000 stock options.

Item 5. Full Description of Material Change

See attached News Releases.

Item 6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102

Nothing in this form is required to be maintained on a confidential basis.

Item 7. Omitted Information

Not applicable.

Item 8. Executive Officer

Jeffrey Cocks, President, (ph. (819 825-9311)

Item 9. Date of Report

April 9, 2008

BRITANNICA RESOURCES CORP.

By:

President
(Official Capacity)

Jeffrey Cocks
(Please print here name of individual whose
signature appears above.)

Britannica Resources Corp.

153 A. Ave Perreault
Val d'Or, Quebec
J9P 2H1
Tel : 819 825-9311
Fax : 819 825-1199

TSX Venture SYMBOL: BRR (www.brrgold.com)

April 8, 2008

Stock Options Cancelled

Britannica Resources Corp. (BRR – TSX Venture) (The “Company”) announces the cancellation of 1,900,000 stock options.

The Company is cancelling stock options originally granted to certain officers, directors, consultants and employees of the Company listed in the table below.

Issue date	Quantity	Exercise Price	Expiry Date
July 6, 2006	400,000	\$0.55	July 6, 2011
Sept. 5, 2006	200,000	\$0.58	Sept. 5, 2011
Jan. 5, 2007	750,000	\$0.52	Jan. 05, 2012
Nov. 13, 2007	200,000	\$0.235	Nov. 13, 2011
Jan. 15, 2008	350,000	\$0.17	Jan. 15, 2011

The stock options originally granted on July 6, 2006, Sept. 5, 2006 and Jan. 5, 2007 were “all” re-priced to \$0.265 on July 27, 2007.

The stock options are subject to the terms of the company's stock option plan and regulatory approval.

ON BEHALF OF THE BOARD

“Jeffrey A. Cocks”

Jeffrey A. Cocks
President

FOR FURTHER INFORMATION PLEASE CONTACT: Britannica Resources Corp.
(TEL) (819) 825-9311, (FAX)-(819) 825-1199

**THE TSX VENTURE EXCHANGE HAS NOT REVIEWED AND DOES NOT ACCEPT
RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS NEWS RELEASE**