

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

June 17, 2008

Item 3. Press Release

The press release was disseminated through the Canada Stockwatch and Market News on June 17, 2008.

Item 4. Summary of Material Change

The Issuer announced that all resolutions tabled at the Company's Annual General Meeting on Thursday, June 12, 2008 were unanimously approved by the shareholders.

The Issuer's newly elected board of directors and management team consists of Mr. Jeffrey Cocks, President and Director, Ms. Kelly Russell, B.Comm, Corporate Secretary and Director, Mr. Eugene Gauthier, P.Eng, Director and Ms. Benita Silas, Director.

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

June 17, 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)

June 17, 2008

All Resolutions Passed At the Annual General Meeting

Britannica Resources Corp. (BRR – TSX Venture) (The “Company”) is pleased to announce that all resolutions tabled at the Company’s Annual General Meeting on Thursday, June 12, 2008 were unanimously approved by the shareholders.

The Company’s newly elected board of directors and management team consists of Mr. Jeffrey Cocks, President and Director, Ms. Kelly Russell, B.Comm, Corporate Secretary and Director, Mr. Eugene Gauthier, P.Eng, Director and Ms. Benita Silas, Director.

The Company would also like to thank past director Mr. Jonathan Awde for his past efforts on behalf of the Company.

The Company expects to provide an update on its current corporate activities and ongoing exploration programs in the near future as results are currently being reviewed and compiled.

ON BEHALF OF THE BOARD

“Jeffrey A. Cocks”

Jeffrey A. Cocks
President

FOR FURTHER INFORMATION PLEASE CONTACT: Britannica Resources Corp.

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