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

February 23, 2009

Item 3. Press Release

The press release was disseminated through the Canada Stockwatch and Market News on February 23, 2009.

Item 4. Summary of Material Change

The **Issuer** announced that it has granted Northern Star Mining Corp., an option to acquire an undivided 60% interest in the **Issuer**'s McKenzie Break property located in the Fiedmont and Courville Townships of Quebec in consideration for Northern Star funding the **Issuer**'s final option payment of $400,000 in cash and $100,000 in shares to Wesdome Gold Mines Ltd. due March 2, 2009 pursuant to the option and purchase agreement dated March 2, 2007 between Britannica and Wesdome.

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

February 23, 2009

BRITANNICA RESOURCES CORP.

By:

"Jeffrey Cocks"

President
(Official Capacity)

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

JOINT NEWS RELEASE

NORTHERN STAR MINING CORP.
TSXV - NSM

BRITANNICA RESOURCES CORP.
TSXV- BRR

February 23, 2009

NORTHERN STAR AND BRITANNICA TO JOINT VENTURE MCKENZIE BREAK PROPERTY

Northern Star Mining Corp. ("Northern Star") and **Britannica Resources Corp. ("Britannica")** announce that Britannica has granted Northern Star an option (the "**Option**") to acquire an undivided 60% interest in Britannica's McKenzie Break property located in the Fiedmont and Courville Townships of Quebec (the "**McKenzie Break Property**") in consideration for Northern Star funding Britannica's final option payment of $400,000 in cash and $100,000 in shares to Wesdome Gold Mines Ltd. ("**Wesdome**") due March 2, 2009 pursuant to the option and purchase agreement dated March 2, 2007 between Britannica and Wesdome. See Britannica's news release of November 30, 2006 for further details regarding the Wesdome option agreement.

The McKenzie Break property consists of 10 contiguous claims comprising 366 hectares, located in Fiedmont and Courville Townships, about 35 kilometres north of Val d'Or, Quebec.

Tundra Gold, Placer Dome Canada, Western Quebec Mines Inc. and Wesdome Gold Mines previously explored the McKenzie Break property. At least five known, flat-lying gold zones have been identified (see Britannica's news release January 30, 2007). One of these structures, the Number 4 Zone, was partly drilled at 30-metre centres to a 120-metre depth displaying good continuity of gold values (usually above average gold grade for the region). This detailed drilling completed by Wesdome Gold Mines in 2004 outlined the economic potential for gold easily accessed by decline (ramp). **Britannica** believes minimal additional work would be required to expand these gold bearing structures, at depth. **Britannica** has completed 9959.4 linear meters (41 holes) of diamond drilling to date on the McKenzie Break Property.

Faced with the impending $400,000 option payment and poor market conditions for raising funds, Britannica approached Northern Star with a proposal to joint venture the further exploration and development of the McKenzie Property in consideration for Northern Star funding the final option payment to Wesdome. Britannica and Northern Star share two common directors and Northern Star owns approximately 9% of the issued and outstanding shares of Britannica.

Upon exercise of the Option, Northern Star and Britannica will enter into a joint venture for the further exploration and development of the McKenzie Break Property with Northern Star as the initial operator. The initial interests of the parties will be Northern Star 60% and Britannica 40% with Northern Star agreeing to fund the first $1,500,000 in exploration expenses on behalf of the joint venture. Thereafter, the parties will be responsible for funding their proportionate share of future exploration and development costs, subject to dilution in the event either party fails to contribute its proportionate share. The joint venture agreement will also provide that if either party's interest is reduced to 5% or less, such interest will automatically be forfeited to the other party without consideration

The Option is subject to the acceptance of the TSX Venture Exchange and the consent of Wesdome.

ON BEHALF OF THE BOARD
NORTHERN STAR MINING CORP.

"Michel David"

Michel David President

ON BEHALF OF THE BOARD
BRITANNICA RESOURCES CORP.

"Jeffrey Cocks"

Jeffrey Cocks President

FOR FURTHER INFORMATION PLEASE CONTACT:

Northern Star Mining Corp. TOLL FREE (800) 460-5031 or (819) 825-8088; FAX: (819) 825-1199
Website: www.nsmgold.com

Britannica Resources Corp. TEL: (819) 825-9311; FAX: (819) 825-1199
Website: www.brrgold.com

THE TSX VENTURE EXCHANGE HAS NOT REVIEWED THE PRESENT INFORMATION AND IS NOT RESPONSIBLE FOR THE CONTENTS OF THIS NEWS RELEASE.

This news release contains forward-looking statements, which relate to future events or future performance and reflect management's current expectations and assumptions. Such forward-looking statements reflect management's current beliefs and are based on assumptions made by and information currently available to the Company. Investors are cautioned that these forward looking statements are neither promises nor guarantees, and are subject to risks and uncertainties that may cause future results to differ materially from those expected. These forward-looking statements are made as of the date hereof and, except as required under applicable securities legislation, the Company does not assume any obligation to update or revise them to reflect new events or circumstances.