

MATERIAL CHANGE REPORT
PURSUANT TO NATIONAL INSTRUMENT 51-102
RESPECTING CONTINUOUS DISCLOSURE OBLIGATIONS

ITEM 1: Name and address of the Company

Britannica Resources Corp. ("BRR")
153A A. Ave Perreault
Val d'Or (Québec) H3Z 1P4

ITEM 2: Date of Material Change

February 21, 2011

ITEM 3: News Release

Press release was issued on February 23, 2011.

ITEM 4: Summary of Material Change

Resignation of the President and Director, Mr. Michel David and resignation of Mr. Lawrence Hoffman from the Board of Directors.

ITEM 5: Full description of the Material Change

The Board of Directors announced that Mr. Michel David, President and CEO for the past year, has decided to resign, effective immediately. Mr. David has also resigned from the Board of Directors. In addition, Mr. Lawrence Hoffman, member of the Board of Directors has resigned. The Board plans to explore several options as it considers Mr. David's successor and has appointed Mr. Jeffrey Cocks, currently a Director, to serve on an interim basis as President and CEO.

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

Not applicable.

ITEM 7: Omitted Information

Not applicable.

ITEM 8: Executive Officer

Jeffrey Cocks, President & CEO, (438) 288-3599.

ITEM 9: Date of Report

February 23, 2011

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

February 23, 2011

Resignations

Britannica Resources Corp. (“the Company”; BRR – TSX Venture) The Board of Directors announced today that Mr. Michel David, President and CEO for the past year, has decided to resign, effective immediately. Mr. David has also resigned from the Board of Directors. In addition, Mr. Lawrence Hoffman, member of the Board of Directors has also resigned. The Board thanks them for their services and wishes them well in their future endeavours.

The Board plans to explore several options as it considers Mr. David’s successor and has appointed Mr. Jeffrey Cocks, currently a Director, to serve on an interim basis as President and CEO.

Please visit Britannica Resources Corp. web site (www.brrgold.com) for more information about the Company.

ON BEHALF OF THE BOARD

“Jeffrey Cocks”

Jeffrey Cocks
President

FOR FURTHER INFORMATION PLEASE CONTACT: Britannica Resources Corp.

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