Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. **Name and Address of Reporting Issuer**

Brett Resources Inc.
Suite 611, 675 West Hastings Street
Vancouver, B.C.
V6B 1N2

Item 2. **Date of Material Change**

June 22, 2006

Item 3. **News Release**

A News Release dated June 22, 2006 was disseminated to Market News, Financial Post, Canada Stockwatch, Kitco, SEDAR and e-mailed to brokers and shareholders.

Item 4. **Summary of Material Changes**

A summary of the nature and substance of the material change is as follows:

An agreement has been negotiated with Kinross Gold Corporation, whereby Kinross will acquire an option to earn a $66^{2}/_{3}$% interest in the Santa Clara/Cerro Bonito project in El Salvador.

Item 5. **Full Description of Material Change**

Kinross will expend US$5 million on exploration of the property over 4 years, with a minimum of US$500,000 in the first year. In addition, Kinross will underwrite a private placement in Brett in the amount of US$750,000 through the issuance of approximately 1,400,000 units, based on the exchange rate of the day the units are issued. Each unit will be priced at $0.60 and will be comprised of one common share and one half of one share purchase warrant and subject to a four month hold period. Each full warrant will be exercisable into one common share of the Company at an exercise price of $0.80. The warrants will have a two year term and an accelerator clause whereby if Brett's stock trades at or above $1.00 per share for 20 consecutive trading days, the expiry date may be reduced, at the election of Brett and upon written notice to Kinross, to thirty days from the triggering event. Upon completion of the Kinross earn-in, the project will be operated as a standard joint venture with each participant carrying its pro rata share of costs.

The drilling program, which commenced earlier this month is ongoing. The drill has moved from the Tinta Amarilla prospect at the south end of the property after completing the two planned holes. The current target is the centrally located Santa Clara prospect adjacent to the Pan American Highway.

The company is also pleased to announce that an exploration license has been granted on an adjacent 36 square kilometre block of ground to the west of the Santa Clara / Cerro Bonito project. Impressive banded veins and vein breccias up to 5 m wide have been delineated on this license, which is included in the above option agreement.

Item 6. **Reliance on subsection 7.1(2) and (3) of National Instrument 51-102**

Not applicable.

Item 7. **Omitted Information**

Not applicable

Item 8. **Executive Officer**

For further information, please contact Thomas Hasek at **(604) 488-0008**.

DATED this 22nd day of June in the year 2006 in the City of Vancouver, in the Province of British Columbia.

"Thomas Hasek" (signed)

Thomas Hasek
President &CEO