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

January 10, 2007

Item 3. News Release

A News Release dated January 10, 2007 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:

Brett Closes Final Tranche of Private Placement

Item 5. Full Description of Material Change

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The Issuer announces it has closed the second and final tranche of its previously reported non-brokered private placement financing (news releases dated December 1st and 22nd, 2006). Proceeds of $466,550 have been realized from the sale of 666,500 non flow-through Units, at $0.70 per Unit. (Gross proceeds from the two closings total $4,980,300). Each Unit consists of one common share and one half of one non-transferable share purchase warrant. Each full warrant will be exercisable into one common share of the company at an exercise price of $0.95 for a period of two years from the closing date. Subject to the expiration of the hold period, the expiry period of the warrants may be reduced, upon notice to holders and at the election of the Company, if the shares trade at a price equal to or greater than $1.20 per share for 10 consecutive trading days. If this condition is met, and the Company so elects, the exercise period will be reduced to 25 business days from the date notice is provided by the Company to the warrant holders.

This private placement is subject to regulatory approval and finder's fees may be paid to accredited agents on that portion of the funds raised by third parties. The shares issued under this financing will be subject to a hold period of four months plus one day from the date of closing of the offering. The funds will be directed to the acquisition of new assets, principally in Latin America, and to general working capital.

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 10th day of January in the year 2007 in the City of Vancouver, in the Province of British Columbia.

"Thomas Hasek" (signed)

Thomas Hasek
President &CEO