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 15, 2010

Item 3. **News Release**

A News Release dated January 15, 2010 was disseminated via the NOS network through Marketwire.

Item 4. **Summary of Material Changes**

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

Brett Resources Inc. Increases Bought Deal Offering to $26.1 Million

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

Brett Resources Inc. ("Brett" or the "Corporation") (TSX VENTURE:BBR), in connection with its previously announced public offering, is pleased to announce that the Corporation and the syndicate led by Dundee Securities Corporation, together with Canaccord Financial Ltd. and Cormark Securities Inc. (collectively, the "Underwriters"), have agreed to increase the size of the offering. Under the revised terms, the Underwriters have agreed to purchase, on an underwritten basis, 12,425,000 common shares (the "Common Shares") of Brett at a price of $2.10 per Common Share for total gross proceeds to Brett of $26,092,500. Under the agreement, the Underwriters have an over-allotment option to purchase up to an additional $3,913,875 of Common Shares, which if exercised in full will result in gross proceeds of $30,006,375. The proceeds of the offering shall be used primarily for general and administrative expenses and for working capital.

The Common Shares to be sold under the agreement will be offered by way of a short form prospectus in the Provinces of British Columbia, Alberta and Ontario and the Common Shares to be sold under this offering will be offered in the United States on a private placement basis pursuant to an exemption from the registration requirements of the United States Securities Act of 1933, as amended.

The offering is scheduled to close on February 4, 2010 and is subject to certain conditions including, but not limited to, the receipt of all necessary approvals, including the approval of the TSX Venture Exchange and other applicable securities regulatory authorities.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any state in which such offer, solicitation or sale would be unlawful. The securities have not been registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

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 Patrick Soares at **(604) 488-0008**.

DATED this 15th day of January in the year 2010 in the City of Vancouver, in the Province of British Columbia.

"Patrick Soares"
Patrick Soares
President & CEO