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 3, 2010

Item 3. News Release

A News Release dated June 3, 2010 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 Resources Announces Appointment of New Directors

Item 5. Full Description of Material Change

Brett Resources Inc. ("Brett") (TSX Venture Exchange – BBR) is pleased to announce the appointment of Messrs. Sean Roosen, Robert Wares, John Burzynski and Bryan A. Coates to the Board of Directors.

The new directors are executives of Osisko Mining Corporation which acquired a 77.8% interest in Brett on May 19, 2010 pursuant to a friendly takeover bid.

The new directors replace Ms. Pauline Pasetka, Messrs. Steven Cook, Carl Hering and Maurice Tagami. Messrs. Ron Netolitzky and Patrick Soares will be continuing on the Board and will provide for continuity in the direction of the project.

Mr. Patrick Soares, President and Chief Executive Officer of Brett, commenting on the Board changes noted: "We extend our appreciation to the directors that have tendered their resignation for the guidance and contribution in the development of our Company, and we welcome the new representatives from Osisko Mining Corporation on the Board of Directors as we pursue the development of our Hammond Reef Gold Project. We believe the addition of the new directors and the access to the management team of Osisko will allow the development of the Hammond Reef project to proceed with increased efficiency and on an expedited time line. "

Osisko intends to effect a subsequent acquisition transaction within the next 15 weeks in order to acquire all of the remaining Brett shares that were not tendered on May 19, 2010. Osisko intends to vote all of the Brett common shares acquired under the offer in favour of any subsequent acquisition transaction. On completion of a subsequent acquisition transaction, Osisko intends to de-list the Brett shares from the TSX Venture Exchange.

About Osisko

Osisko Mining Corporation is currently developing the Canadian Malartic gold deposit and evaluating adjacent areas for a large-scale open pit, bulk-tonnage mining operation. The Canadian Malartic deposit currently represents one of the biggest gold reserves in Canada for a single deposit, and is still growing through ongoing drilling on new mineralized zones. Current reserves for the Canadian Malartic property (including the adjacent South Barnat deposit) are 8.97 million ounces, plus a global measured and indicated resource of 2.23 million ounces and an inferred resource of 0.47 million ounces.

About Brett Resources Inc.

Brett Resources Inc. is a Canadian minerals exploration company whose primary mandate is the discovery, acquisition, and development of precious metals systems, with particular expertise in Canada and Latin America. Since 2006 Brett's primary focus has been the 100 percent owned Hammond Reef Gold Deposit in Ontario where an inferred resource of 6.70 million ounces of gold, 259.4 million tonnes at a grade of 0.8 grams per tonne utilizing a 0.3 gram per tonne gold cut-off has been outlined.

Patrick Soares,
President & CEO

Item 6. <u>Reliance on subsection 7.1(2) and (3) of National Instrument 51-102</u>

Not applicable.

Item 7. <u>Omitted Information</u>

Not applicable

Item 8. <u>Executive Officer</u>

For further information, please contact Patrick Soares **(604) 488-0008**.

DATED this 3rd day of June in the year 2010 in the City of Vancouver, in the Province of British Columbia.

"Patrick Soares" (signed)

Patrick Soares, President &CEO