

**FORM 51-102F3
MATERIAL CHANGE REPORT**

1. **NAME AND ADDRESS OF COMPANY**

Branco Resources Ltd.
#4005 - 1011 West Cordova Street
Vancouver, BC V6C 0B2

2. **DATE OF MATERIAL CHANGE**

June 9, 2014

3. **NEWS RELEASE**

News release dated June 11, 2014 was disseminated through the facilities of Stockwatch and Market News Publishing Inc.

4. **SUMMARY OF MATERIAL CHANGE**

Branco Resources Ltd. completes private placement financing.

5. **FULL DESCRIPTION OF MATERIAL CHANGE**

Branco Resources Ltd. (TSX-V: BNL.P) (the "Company") is pleased to announce that it has completed a non-brokered private placement of 3,062,000 common shares of the Company at a price of \$0.05 per share for total proceeds of \$153,100.

Net proceeds from the private placement will be used for general working capital. The shares will be subject to resale restrictions until October 10, 2014.

6. **RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102**

N/A

7. **OMITTED INFORMATION**

N/A

8. **EXECUTIVE OFFICER**

Sokhie Puar, President & CEO
Telephone: 604-408-1990

9. **DATE OF REPORT**

June 11, 2014