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

**Item 1 Name and Address of Company**

Orvana Minerals Corp.
181 University Avenue
Suite 1901
Toronto, Ontario
M5H 3M7

**Item 2 Date of Material Change**

July 27, 2011

**Item 3 New Release**

A news release with respect to the material change referred to in this report was issued via Marketwire on July 27, 2011 and is attached hereto as Schedule “A”. A copy of this news release has been filed on SEDAR and is available at www.sedar.com.

**Item 4 Summary of Material Change**

On July 27, 2011 Orvana Minerals Corp. (“Orvana” or the “Company”) announced that it has entered into an underwriting agreement dated July 27, 2011 (the “Underwriting Agreement”) with Raymond James Ltd., CIBC World Markets Inc. and Haywood Securities Inc. as co-lead underwriters and a syndicate of underwriters including Clarus Securities Inc., Stonecap Securities Inc., and Northern Securities Inc. to sell 8,500,000 common shares of Orvana (“Common Shares”) at a price of $2.00 per Common Share for aggregate gross proceeds of $17,000,000 (the “Offering”).

**Item 5 Full Description of Material Change**

On July 27, 2011 Orvana announced that it has entered into the Underwriting Agreement to sell 8,500,000 Common Shares at a price of $2.00 per Common Share for aggregate gross proceeds of $17,000,000.

Orvana also anticipates that, concurrent with the completion of the Offering, it will repay in full the outstanding amount of its US$15 million bridge loan from Fabulosa Mines Limited (“Fabulosa”) by issuing Common Shares to Fabulosa, which currently holds 52.3% of the outstanding Common Shares of Orvana, at the same price and on the same terms as those issued under the Offering. Fabulosa has also agreed to acquire, on a private placement basis at a price of $2.00 per Common Share, the number of Common Shares that, when combined with the shares issued to it in conversion of its bridge loan, will equal 8,500,000 (“Fabulosa Equity Issuances”).

Closing of the Offering is anticipated to occur on or about August 11, 2011 and is subject to certain conditions including, but not limited to, the concurrent completion of the Fabulosa Equity Issuances, the receipt of all necessary approvals including approval of the Toronto Stock Exchange and the applicable securities regulatory authorities.

The net proceeds of the Offering will be used to fund, in part, capital expenditures and posting of an environmental bond with the Spanish government in connection with the development of Orvana’s El Valle, Boinas/Carles Mines in Asturias Spain and for general working capital and corporate purposes.

The Common Shares will be offered by way of a short form prospectus to be filed in all of the provinces and territories of Canada (other than the Province of Québec) pursuant to National Instrument 44-101 – *Short Form Prospectus Distributions*, in the United States on a private placement basis pursuant to exemptions from the registration requirements of the United States Securities Act of 1933, as amended, and in other jurisdictions pursuant to exemptions from prospectus requirements.

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

No reliance on subsection 7.1(2) of National Instrument 51-102.

**Item 7 Omitted Information**

No information has been omitted on the basis that it is confidential information.

**Item 8 Executive Officer**

Malcolm King
Chief Financial Officer
(416) 369-1629

**Item 9 Date of Report**

August 5, 2011

**Schedule A**

ORVANA
MINERALS CORP.

## Orvana Minerals Corp. Announces $17,000,000 Equity Offering

**THIS NEWS RELEASE IS NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES, AND DOES NOT CONSTITUTE AN OFFER OF THE SECURITIES DESCRIBED HEREIN**

TORONTO, ONTARIO, July 27, 2011 -- Orvana Minerals Corp. (TSX symbol: ORV) announced today that it has entered into an underwriting agreement with Raymond James Ltd., CIBC World Markets Inc. and Haywood Securities Inc. as co-lead underwriters and a syndicate of underwriters including Clarus Securities Inc., Stonecap Securities Inc., and Northern Securities Inc. to sell 8,500,000 common shares of Orvana at a price of $2.00 per common share for aggregate gross proceeds of $17,000,000 (the “Offering”). Closing is anticipated on or about August 11, 2011.

As previously announced, Orvana also anticipates that, concurrent with the completion of the Offering, it will repay in full the outstanding amount of its US$15 million bridge loan from Fabulosa Mines Limited (“Fabulosa”) by issuing common shares to Fabulosa, which currently holds 52.3% of the outstanding shares of Orvana, at the same price and on the same terms as those issued under the Offering. Fabulosa has also agreed to acquire on a private placement basis at a price of $2.00 per common share the number of common shares that, when combined with the shares issued to it in conversion of its bridge loan, will equal 8,500,000.

The Offering is being made under a short form prospectus filed in each of the provinces and territories of Canada other than Quebec. The net proceeds of the Offering will be used to fund, in part, capital expenditures and posting of an environmental bond with the Spanish government in connection with the development of Orvana’s El Valle, Boinas/Carles Mines in Asturias Spain and for general working capital and corporate purposes.

These securities have not been registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States unless registered under the Act or unless an exemption from registration is available.

### Forward Looking Statements

### About Orvana

Orvana Minerals is a gold producer with a strong balance sheet and is transforming itself into a multi-mine gold and copper producer. Orvana’s primary asset is the El Valle-Boinás/Carlés (”EVBC”) gold-copper project in northern Spain, which is now being commissioned towards targeted production levels. Orvana owns and operates the Don Mario Mine in Bolivia where a newly completed leaching-precipitation-flotation (“LPF”) plant is being commissioned to process its copper-gold-silver Upper Mineralized Zone (“UMZ”) deposit. In addition, Orvana is advancing its Copperwood copper project in Michigan, USA. Additional information is available at Orvana's website (www.orvana.com).

For further information please contact:

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Forward Looking Disclaimer

Certain statements in this press release constitute forward-looking statements or forward-looking information within the meaning of applicable securities laws ("forward-looking statements"). Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions, potentials, future events or performance (often, but not always, using words or phrases such as "believes", "expects" "plans", "estimates" or "intends" or stating that certain actions, events or results "may", "could", "would", "might", "will" or "are projected to" be taken or achieved) are not statements of historical fact, but are forward-looking statements.

Forward-looking statements relate to, among other things, all aspects of the development of the Upper Mineralized Zone ("UMZ") deposit at the Don Mario Mine in Bolivia, the El Valle-Boinás/Carlés project in Spain and the Copperwood project in Michigan and their potential operations and production; the outcome and timing of decisions with respect to whether and how to proceed with such development and production; the timing and outcome of any such development and production; estimates of future capital expenditures; mineral resource estimates; estimates of permitting time lines; statements and information regarding future feasibility studies and their results; production forecasts; future transactions; future metal prices; the ability to achieve additional growth and geographic diversification; future production costs; future financial performance, including the ability to increase cash flow and profits; future financing requirements; and mine development plans.

Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by Orvana as of the date of such statements, are inherently subject to significant business, economic and competitive uncertainties and contingencies. The estimates and assumptions of Orvana contained or incorporated by reference in this news release, which may prove to be incorrect, include, but are not limited to, the various assumptions set forth herein and in the Company's most recently filed Annual Information Form, or as otherwise expressly incorporated herein by reference as well as: there being no significant disruptions affecting operations, whether due to labour disruptions, supply disruptions, power disruptions, damage to equipment or otherwise; permitting, development, operations, expansion and acquisitions at the UMZ deposit, El Valle-Boinás/Carlés and the Copperwood projects being consistent with the Company's current expectations; political developments in any jurisdiction in which the Company operates being consistent with its current expectations; certain price assumptions for gold, copper and silver; prices for key supplies being approximately consistent with current levels; production and cost of sales forecasts meeting expectations; the accuracy of the Company's current mineral reserve and mineral resource estimates; and labour and materials costs increasing on a basis consistent with Orvana's current expectations.

A variety of inherent risks, uncertainties and factors, many of which are beyond the Company's control, affect the operations, performance and results of the Company and its business, and could cause actual events or results to differ materially from estimated or anticipated events or results expressed or implied by forward looking statements. Some of these risks, uncertainties and factors include fluctuations in the price of gold, silver and copper; the need to recalculate estimates of resources based on actual production experience; the failure to achieve production estimates; variations in the grade of ore mined; variations in the cost of operations; the availability of qualified personnel; the Company's ability to obtain and maintain all necessary regulatory approvals and licenses; the Company's ability to use cyanide in its mining operations; risks generally associated with mineral exploration and development, including the Company's ability to develop the UMZ deposit, the Copperwood project or the El Valle-Boinás/Carlés project; the Company's ability to acquire and develop mineral properties and to successfully integrate such acquisitions; the Company's ability to obtain financing when required on terms that are acceptable to the Company; challenges to the Company's interests in its property and mineral rights; current, pending and proposed legislative or regulatory developments or changes in political, social or economic conditions in the countries in which the Company operates; general economic conditions worldwide; and the risks identified in Orvana's Management's Discussion and Analysis for the period ended March 31, 2011 under the heading "Risks and Uncertainties". This list is not exhaustive of the factors that may affect any of the Company's forward-looking statements and reference should also be made to the Company's Annual Information Form for a description of additional risk factors.

Forward-looking statements are based on management's current plans, estimates, projections, beliefs and opinions and, except as required by law, the Company does not undertake any obligation to update forward-looking statements should assumptions related to these plans, estimates, projections, beliefs and opinions change. Readers are cautioned not to put undue reliance on forward-looking statements.