

FORM 51-102F3

MATERIAL CHANGE REPORT

UNDER NATIONAL INSTRUMENT 51-102

Item 1 Name and Address of Company

Tres-Or Resources Ltd.
1934 – 131 Street
White Rock, BC V4A 7R7

(the “Company”)

Item 2 Date of Material Change

November 9, 2011.

Item 3 News Release

A news release dated November 15, 2011 was disseminated via approved media and was posted to SEDAR.

Item 4 Summary of Material Change

The Company announced the signing of a definitive agreement with Globex Enterprises Inc. (TSX: GMX, Frankfurt GIM, International OTCQX GLBFX) (“Globex”) for the acquisition of the Fontana Gold Project.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced the signing of a definitive agreement with Globex Enterprises Inc. (TSX: GMX, Frankfurt GIM, International OTCQX GLBFX) (“Globex”) for the acquisition of the Fontana Gold Project. The Company has been granted an option (the “Option”) to acquire interests of Globex in certain mineral claims in Quebec, being a 75% interest in 16 claims and a 100% interest in a further 6 claims (collective known as the “Fontana Gold Project”). The interests of Globex in the Fontana Gold Project are subject to a 3% gross metals royalty and the 16 claims held by Globex as to 75% are also subject to a 15% net profits interests (the “NPI”), both in favour of Globex. The Fontana Gold Property is located 16 km northeast of Amos in Duvernay Township, Quebec and is proximal to the Company’s advanced Duvay Gold Project and contiguous to the Company’s East Mac property.

In order to exercise the Option the Company is required to pay Globex \$400,000 (of which \$25,000 was previously paid as a non-refundable deposit) and is required to purchase the NPI from Globex for a total of \$1,200,000, payment in increments over 84 months.

5.2 Disclosure for Restructuring Transactions

Not Applicable

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Laura Lee Duffett, President
Tres-Or Resources Ltd.
Telephone: 604 541-8376

Item 9 Date of Report

November 15, 2011