

**Form 51-102F3**

***Material Change Report***

**1. REPORTING ISSUER**

Norwood Resources Ltd.  
Suite 2150, 1055 West Hastings Street  
Vancouver, B.C., V6E 2E9

**2. DATE OF MATERIAL CHANGE**

January 17, 2006

**3. NEWS RELEASE**

The news release was issued on January 17, 2006 and was disseminated through the facilities of recognized newswire services. A copy of the news release was filed on Sedar.

**4. SUMMARY OF MATERIAL CHANGE**

The Issuer announced the appointment of Mr. Graeme Phipps to the Board of Directors of the Issuer.

**5. FULL DESCRIPTION OF MATERIAL CHANGE**

The Issuer announced the appointment of Mr. Graeme Phipps to the Board of Directors of the Issuer.

Mr. Phipps has over thirty years experience in oil and gas exploration and development. Most recently the Executive Vice President and a Director of Petrokazakhstan Inc., Graeme is currently a Director of Tundra Oil & Gas and of Buried Hill Energy Ltd., two private oil and gas companies, and of Ausam Energy [symbol: AUZ on Toronto Venture Exchange] and the principal of Phipps and Associates -- an oil and gas consulting firm. Prior to this he was Exploration and International VP for Petro-Canada for 2 years, VP Corporate Planning and VP Canadian Division for Nexen Inc. for 7 years, and worked at various operational and management positions with Esso Resources Canada and Exxon for 20 years. Mr. Phipps holds a B.Sc. Honors Geology/Geophysics from the University of Alberta.

The Issuer has granted 400,000 incentive stock options to Mr. Phipps under the terms of the Company's stock option plan first approved on June 12, 2003 and amended on May 26, 2004 and May 18, 2005. The options will be exercisable for a period of five years at a price of \$1.07 per share and are subject to the policies of the TSX Venture Exchange.

**6. RELIANCE ON SUBSECTION 7.1(2) OR (3) OF NATIONAL INSTRUMENT 51-102**

Not Applicable.

**7. OMITTED INFORMATION**

Not Applicable.

**8. EXECUTIVE OFFICER**

Raymond Cahill – President  
Saundra Johnson – Secretary

Suite 2150 – 1055 West Hastings Street  
Vancouver, B.C., V6C 3E8  
Telephone: (604) 642-6566

**9. DATE OF REPORT**

Dated at Vancouver, British Columbia, this 23<sup>rd</sup> day of January, 2006

**NORWOOD RESOURCES LTD.**

Per: “Saundra Johnson”  
Saundra Johnson,  
Corporate Secretary