Form 51-102F3

Material Change Report

Item 1 Name and Address of Company

Orphan Boy Resources Inc.
#605 – 325 Howe Street
Vancouver, BC
V6C 1Z7

Tel: (604) 687-3521
Fax: (604) 687-3561

Item 2 Date of Material Change

July 14, 2005.

Item 3 News Release

News Release #NR-05-13 was released via CCNMatthews Canadian Select Disclosure Network on July 14, 2005.

Item 4 Summary of Material Change

The Company is negotiating a private placement of Units, comprised of one common share and ½ of one Warrant. Estimated maximum proceeds are CDN$350,000. Units are priced at $0.40 each. Shares are flow-through. Warrants are non-flow-through and valid for two years - $0.75 in year one and $1.00 in year two. Private placement is subject to regulatory approval.

Item 5 **Full Description of Material Change**
“ NEWS RELEASE
PRIVATE PLACEMENT OF SHARES

Vancouver, BC. Orphan Boy Resources Inc. (the Company) announces that it is negotiating a non-brokered private placement of up to 875,000 Units at $0.40 per Unit, for proceeds of up to $350,000. Each Unit is comprised of One (1) Flow-Through Common Share and One-Half (1/2) of one Warrant. Two half-warrants may be tendered for the purchase of One (non-flow-through) Common Share for up to two years from the date of closing at a price of $0.75 in the first year, and $1.00 in the second year.

Several limited partnerships of the MineralFields Group of Toronto, Ontario will be subscribing for between $175,000 and $225,000 of this offering. Upon closing, the Company expects to pay a finder’s fee in cash and warrants to an arms-length third party in relation to MineralFields’ participation.

Subscriptions received are subject to Board approval, and closing is subject to regulatory approval. All securities issued will be subject to a four month hold period under Canadian securities laws. Flow-through proceeds from this offering will be used for mineral exploration activities on the Company’s properties in British Columbia, Canada.”

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

This report is not being filed on a confidential basis in reliance on subsection 7.1(2) or (3) 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**

Mr. David Martin-Smith, CFO
(604) 687-3521

Item 9 **Date of Report**
July 21, 2005 *“David Martin-Smith”*

David Martin-Smith
Chief Financial Officer