

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

August 17, 2005.

Item 3 News Release

News Release #NR-05-14 was released via CCNMatthews Canadian Select Disclosure Network at the Market Open on August 17, 2005.

Item 4 Summary of Material Change

Management Change:

Mr. Ronald A. Coombes has resigned as President and Chief Executive Officer of the Company. He remains a Director of the Company and has been appointed Chairman of the Board of Directors.

The Board of Directors has appointed David Martin-Smith (Currently the Chief Financial Officer and a Director of the Company) as President of the Company.

Item 5 Full Description of Material Change

NEWS RELEASE

August 17, 2005 For Immediate Release	NR-05-14
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APPOINTMENT

Mr. David Martin-Smith has been appointed President and CEO of the Company and its wholly owned subsidiary Bethlehem Resources (1996) Corporation, effective immediately. Mr. Ronald A. Coombes has been appointed Chairman of the Board of Directors of the Company.

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, President & CEO
(604) 687-3521

Item 9 Date of Report

August 17, 2005

“original signed by”

David Martin-Smith
President & CEO