Form 51-102F3

Material Change Report

Item 1 **Name and Address of Company**

Orphan Boy Resources Inc.
#951-409 Granville Street
Vancouver, BC
V6C 1T2

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

Item 2 **Date of Material Change**

November 2, 2005.

Item 3 **News Release**

News Release #NR-05-19 was released via CCNMatthews Canadian Select Disclosure Network at the Market open on November 2, 2005. CCNMatthews' policies required that the News release be pared down.

In addition, the full text of the News Release was disseminated via Canada Stockwatch on the morning of November 2, 2005.

Item 4 **Summary of Material Change**

REMOVAL OF DIRECTOR
On November 1, 2005, the directors of the Corporation removed Ronald A. Coombes as a director of the Corporation for a failure by Mr. Coombes to carry out his duties as a director. Management has determined that Mr. Coombes has acted to serve his own personal interests and not in the best interests of the Corporation.

REMEDIES SOUGHT
In connection with the foregoing, the Corporation is seeking remedies through the British Columbia Securities Commission and through the Supreme Court of British Columbia. Furthermore, it appears that Mr. Coombes has been engaging in an illegal proxy solicitation which the Corporation is currently investigating. The Corporation intends to report its finding to the proper regulatory authorities.

SPECIAL COMMITTEE
The directors also appointed a special committee, comprised of Gerald G. Carlson, David Martin-Smith and Dale A. Rondeau, to oversee matters relating to the special meeting called in

connection with the requisition for a special meeting by Mr. Coombes and certain other dissident shareholders.

Item 5 Full Description of Material Change

AS DISSEMINATED VIA CCNMATTHEWS:

Orphan Boy Resources Inc.: Corporate Information
VANCOUVER, BRITISH COLUMBIA, Nov 2, 2005 (CCNMatthews via COMTEX) --

Orphan Boy Resources Inc. (the "Corporation"), (TSX VENTURE:ORS) reports on the following Corporate developments:

REMOVAL OF DIRECTOR

On November 1, 2005, the directors of the Corporation removed Ronald A. Coombes as a director of the Corporation.

REMEDIES SOUGHT

In connection with the foregoing, the Corporation is seeking remedies through the British Columbia Securities Commission and through the Supreme Court of British Columbia.

SPECIAL COMMITTEE

The directors also appointed a special committee, comprised of Gerald G. Carlson, David Martin-Smith and Dale A. Rondeau, to oversee matters relating to the special meeting called in connection with the requisition for a special meeting by Mr. Coombes and certain other dissident shareholders.

Management continues to discuss its options with legal counsel. Further information will be released when available. The Corporation's contact regarding this News Release is David Martin-Smith at (604) 687-3521.

On behalf of the Board

David Martin-Smith, President, CEO & Director

SOURCE: Orphan Boy Resources Inc.

Orphan Boy Resources Inc. David Martin-Smith (604) 687-3521 info@orphanboy.com
www.orphanboy.com

NEWS RELEASE AS DISSEMINATED VIA CANADA STOCKWATCH

NEWS RELEASE

November 2, 2005 NR-05-19

CORPORATE INFORMATION

Vancouver, B.C. – Orphan Boy Resources Inc. (the "Corporation"), reports on the following Corporate developments:

REMOVAL OF DIRECTOR

On November 1, 2005, the directors of the Corporation removed Ronald A. Coombes as a director of the Corporation for a failure by Mr. Coombes to carry out his duties as a director. Management has determined that Mr. Coombes has acted to serve his own personal interests and not in the best interests of the Corporation given that he has, among other things:

- repeatedly, as a director, made unauthorized use of the Corporation's letterhead in an attempt to mislead and confuse shareholders;
- issued press releases as a director of the Corporation when not authorized to do so;
- repeatedly misrepresented himself to be an authorized representative of the Corporation when he was not authorized to do so;
- failed to return corporate assets, including a corporate vehicle, which he is using for personal purposes, despite repeated requests to return such assets to the Corporation;
- maliciously and willfully attempted to interfere with the contractual relations of the Corporation;
- conducted himself in a manner unbecoming a director of a public company;
- failed to act honestly and in good faith with the view to the best interests of the Corporation; and
- failed to exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances.

REMEDIES SOUGHT

In connection with the foregoing, the Corporation is seeking remedies through the British Columbia Securities Commission and through the Supreme Court of British Columbia. Furthermore, it appears that Mr. Coombes has been engaging in an illegal proxy solicitation which the Corporation is currently investigating. The Corporation intends to report its finding to the proper regulatory authorities.

SPECIAL COMMITTEE
The directors also appointed a special committee, comprised of Gerald G. Carlson, David Martin-Smith and Dale A. Rondeau, to oversee matters relating to the special meeting called in connection with the requisition for a special meeting by Mr. Coombes and certain other dissident shareholders.

Management continues to discuss its options with legal counsel. Further information will be released when available. The Corporation's contact regarding this News Release is David Martin-Smith at (604) 687-3521.

On behalf of the Board

"David Martin-Smith"

David Martin-Smith
President, CEO & Director

The TSX Venture Exchange has in no way approved nor disapproved the contents of this news release

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

November 2, 2005.

"original signed by"
David Martin-Smith
President & CEO