

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

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Item 2 Date of Material Change

November 16, 2005.

Item 3 News Release

News Release #NR-05-20 was released via CCNMatthews Canadian Select Disclosure Network at the Market open on November 17, 2005.

Item 4 Summary of Material Change

The BC Supreme Court has ruled in favour of the Corporation by defeating a motion brought by Ronald A Coombes on behalf of a dissident group.

The defeated motion proposed that the Court permit Coombes' group to mail materials to shareholders contrary to provisions of the Business Corporations Act (BC), the Securities Act (BC), and the Articles of the Corporation.

In addition, the BC Securities Commission has caused press releases issued by Coombes' group to be removed from the Company's SEDAR profile.

Item 5 Full Description of Material Change

NEWS RELEASE

November 16, 2005

NR-05-20

COOMBES COURT MOTION DEFEATED

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

The Corporation is pleased to announce that it was successful in defeating a motion filed in the Supreme Court of British Columbia by Ronald A. Coombes on behalf of a dissident group (the "Coombes Group") seeking various remedies under the *Business Corporations Act* (British Columbia). The motion by the Coombes Group was dismissed by the Court for a failure to follow the mandatory provisions set out in the *Business Corporations Act* (British Columbia).

As a result, the meeting called by the Coombes Group (the "Dissident Meeting") is not in compliance with the notice requirements set forth in the Corporation's articles and the statutory requirements prescribed by the *Business Corporations Act* (British Columbia) and the *Securities Act* (British Columbia).

The dismissal of Mr. Coombes' motion by the Supreme Court of British Columbia lends further support to the Corporation's position that the Dissident Meeting called by the Coombes Group for December 2, 2005 was invalidly and improperly called. The Corporation maintains that the only validly called meeting is the one set by the Corporation and scheduled for January 12, 2006 with a record date of December 8, 2005. The Corporation expects a conclusive resolution to this matter very shortly.

The Corporation is also pleased to announce that the British Columbia Securities Commission, after submissions by the Corporation, removed certain misleading press releases filed by the Coombes Group on the Corporation's SEDAR profile.

On behalf of the Special Committee

"David Martin-Smith"

David Martin-Smith
President, CEO & Director

For further information, please contact David Martin-Smith at (604) 687-3521, or via email at info@orphanboy.com

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 17, 2005.

“original signed by”

David Martin-Smith
President & CEO