

Form 53-102

(formerly Form 27)

Securities Act

MATERIAL CHANGE REPORT

Under Section 85(1) of the Act

Item 1 Reporting Issuer

Orphan Boy Resources Inc.
Suite #951 – 409 Granville Street
Vancouver, B.C. V6C 1T2
Telephone: (604) 687-3521
Fax: (604) 688-3392

Item 2 Date of Material Change

December 2, 2005- Vancouver, British Columbia

Item 3 Press Release

December 7, 2005 (attached)

Item 4 Summary of Material Change Please see item 5 below for details.

The Company announced that, that immediately following termination of a Special Meeting of Shareholders held December 2, 2005, the entire slate of directors proposed by Mr. Ron Coombes, (the only remaining director), were appointed directors of the Company with the concurrent resignations of the previous Board.

Item 5 Full Description of Material Change

The Company announced that, that immediately following termination of a Special Meeting of Shareholders held December 2, 2005, the entire slate of directors proposed by Mr. Ron Coombes, (the only remaining director), were appointed directors of the Company with the concurrent resignations of the previous Board. The Board of Directors of the Company is now comprised of:

- **John Morita**
- **John Kowalchuk**
- **Robert Young**
- **Blair Squire**
- **Ron Coombes**

Mr. John Morita, CGA, is a certified general accountant and management consultant. Mr. Morita has extensive experience as a director and senior officer of various public companies and is knowledgeable with respect to the regulatory compliance and corporate governance requirements of the Company. Mr. Morita is appointed to the position of Chief Financial Officer.

Mr. John Kowalchuk, B.Sc.,P.Geo., a Professional Geoscientist, is a member of the Association of Professional Engineers and Geoscientists of British Columbia. Mr. Kowalchuk has over 34 years of

geological experience developing and managing exploration projects and has been a director and officer of several junior mining companies. Mr. Kowalchuk has been involved in the discovery and staking of several significant deposits, including the Kerr porphyry copper-gold deposit, the Howard's Pass stratiform zinc-lead deposit, the barium-lead-zinc and silver deposit in Driftpile Creek and the Cleo Tungsten property in northern Canada. Mr. Kowalchuk is appointed to the position of VP Exploration.

Mr. Robert A. Young, has many successful years in market research, public relations and professional management experience in a variety of fields, including sales of commercial real estate, project development and mining. Mr. Young has provided corporate development and financial public relations services for gold and diamond projects and several gold and copper projects in South America, and gold, base metals and copper projects in North America.

Mr. Blair Squire, holds his B.A. Sc. in Geological Engineering from the University of British Columbia. Mr. Squire has a broad range of experience as a project manager, contract manager and project engineer for transit, highway and bridge, mining, waste recovery, material handling, and hydro electrical projects. His experience will be valuable to the Company if it moves to the development stage with any of its projects.

Ronald A. Coombes, director, founder has been reappointed to the position of President and CEO.

All parties involved in the recent dispute over who will govern Orphan Boy were supportive of the outcome and have undertaken to cooperate in advancing the interests of Orphan Boy. Said CEO Ron Coombes : "I am thankful this dispute has been settled. We will now be able to focus all of our energy and resources on initiatives that will increase shareholder value. In furtherance of that objective I have decided to withdraw my lawsuit against the former directors."

Mr. Morita, CFO, is pleased to announce that the current delinquent interim financial statements left by the previous management of the Company has been resolved as of this date.

Item 6 Reliance on Section 85(2) of the Act

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Senior Officers

The following senior officer of the Issuer is knowledgeable about the material change and may be contacted by the Commission at the following:

Officer: Ronald Coombes
President & CEO

Telephone: (604) 687-3521

Fax: (604) 689-3392

Address: Orphan Boy Resources Inc.
Suite #951 – 409 Granville Street
Vancouver, B.C. V6C 1T2

Item 9 Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

December 15, 2005

“Ronald Coombes”

(signature)

Ronald Coombes

(name)

President

(position)

Vancouver, B.C.

(place of declaration)

IT IS AN OFFENCE FOR A PERSON TO MAKE A STATEMENT IN A DOCUMENT REQUIRED TO BE FILED OR FURNISHED UNDER THE APPLICABLE SECURITIES LEGISLATION THAT, AT THE TIME AND IN THE LIGHT OF THE CIRCUMSTANCES UNDER WHICH IT IS MADE, IS A MISREPRESENTATION.

ORPHAN BOY RESOURCES INC. TSX.V:ORS

951 – 409 Granville Street, Vancouver, BC Canada V6C 1T2 • Tel: 604-687-3521 • Fax: 604-687-3561

E-mail: info@orphanboy.com Website: www.orphanboy.com

December 7, 2005

NR-05-23

Orphan Boy Resources Changes Board of Directors

Vancouver (December 2, 2005) – **Orphan Boy Resources Inc.** (TSX VENTURE:ORS) (“Orphan Boy”) is pleased to announce that immediately following termination of a Special Meeting of Shareholders held December 2, 2005, the entire slate of directors proposed by Mr. Ron Coombes, (the only remaining director), were appointed directors of the Company with the concurrent resignations of the previous Board. The Board of Directors of the Company is now comprised of:

- **John Morita**
- **John Kowalchuk**
- **Robert Young**
- **Blair Squire**
- **Ron Coombes**

Mr. John Morita, CGA, is a certified general accountant and management consultant. Mr. Morita has extensive experience as a director and senior officer of various public companies and is knowledgeable with respect to the regulatory compliance and corporate governance requirements of the Company. Mr. Morita is appointed to the position of Chief Financial Officer.

Mr. John Kowalchuk, B.Sc.,P.Geo., a Professional Geoscientist, is a member of the Association of Professional Engineers and Geoscientists of British Columbia. Mr. Kowalchuk has over 34 years of geological experience developing and managing exploration projects and has been a director and officer of several junior mining companies. Mr. Kowalchuk has been involved in the discovery and staking of several significant deposits, including the Kerr porphyry copper-gold deposit, the Howard's Pass stratiform zinc-lead deposit, the barium-lead-zinc and silver deposit in Driftpile Creek and the Cleo Tungsten property in northern Canada. Mr. Kowalchuk is appointed to the position of VP Exploration.

Mr. Robert A. Young, has many successful years in market research, public relations and professional management experience in a variety of fields, including sales of commercial real estate, project development and mining. Mr. Young has provided corporate development and financial public relations services for gold and diamond projects and several gold and copper projects in South America, and gold, base metals and copper projects in North America.

Mr. Blair Squire, holds his B.A. Sc. in Geological Engineering from the University of British Columbia. Mr. Squire has a broad range of experience as a project manager, contract manager and project engineer for transit, highway and bridge, mining, waste recovery, material handling, and hydro electrical projects. His experience will be valuable to the Company if it moves to the development stage with any of its projects.

Ronald A. Coombes, director, founder has been reappointed to the position of President and CEO.

All parties involved in the recent dispute over who will govern Orphan Boy were supportive of the

outcome and have undertaken to cooperate in advancing the interests of Orphan Boy. Said CEO Ron Coombes : “I am thankful this dispute has been settled. We will now be able to focus all of our energy and resources on initiatives that will increase shareholder value. In furtherance of that objective I have decided to withdraw my lawsuit against the former directors.”

Mr. Morita, CFO, is pleased to announce that the current delinquent interim financial statements left by the previous management of the Company has been resolved as of this date.

On Behalf of the Board of Directors,

“ Ronald Coombes”

Ronald A. Coombes, President and CEO

For further information, please contact Ronald A. Coombes, President & CEO at (604) 687-3521, or Robert A. Young at (604) 682- 5123 or info@orphanboy.com.

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