FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 **Name and Address of Company**

OTISH ENERGY INC.
204 – 700 W. Pender St.
Vancouver, BC V6C 1G8

Item 2 **Date of Material Change**

December 3, 2009

Item 3 **News Release**

The news release dated December 3, 2009 was issued in Vancouver, BC, and disseminated through Canada Stockwatch, Market News Publishing and various other approved public media.

Item 4 **Summary of Material Change**

The Company announced that it has entered into a property purchase and sale agreement with Sylvie Charbonneau, from Morin-Heights, Quebec, to acquire a 100% interest in 66 mineral claims forming the Noyelles Property in the Noyelles and Bruneau Townships, Abitibi Area of Quebec. In consideration of the Acquisition, the Company has agreed to pay the Vendor the sum of $10,000 and issue 120,000 common shares in its capital stock upon Exchange approval and claim title transfer. The property is subject to a 1% NSR in favor of the Vendor. The Company will have the option to reduce the NSR, at any time, to 0.5% for a cash payment of $1,000,000 to the Vendor, as more particularly described in Item 5 below.

Item 5 **Full Description of Material Change**

5.1 Full Description of Material Change

The Company has announced that it has entered into a property purchase and sale agreement (the "**Agreement**") with Sylvie Charbonneau (the "**Vendor**"), from Morin-Heights, Quebec, to acquire (the "Acquisition") a 100% interest in 66 mineral claims forming the Noyelles Property in the Noyelles and Bruneau Townships, Abitibi Area of Quebec (the "**Property**"). In consideration of the Acquisition, the Company has agreed to pay the Vendor the sum of $10,000 and issue 120,000 common shares in its capital stock upon Exchange approval and claim title transfer. The property is subject to a 1% NSR in favor of the Vendor. The Company will have the option to reduce the NSR, at any time, to 0.5% for a cash payment of $1,000,000 to the Vendor.

The Noyelles Property covers approximately 3,697 hectares and is located roughly 60 kilometres northwest of the town of Lebel-sur-Quévillon, Quebec. Several logging roads transect the Property providing an excellent access. The Property lies within the Casa Berardi – Cameron deformation corridor that hosts several orebodies and gold deposits, notably the Casa Berardi gold mine with over 5 M ounces of gold and the Discovery deposit with more than 500,000 ounces of gold. The Property is located approximately 20 kilometres from the Discovery deposit.

The Property geology consists of mafic volcanic rocks of the Taïbi Group that is in contact with miscellaneous sedimentary rocks that include sandstones, conglomerates, siltstones, mudstones, tuff and iron formations.

The Company will quickly review all the existing information relevant to this Property and recommend an appropriate exploration program. The Company plans a diamond drill campaign in the Fall of 2010 to follow-up on ground prospecting anomalies.

5.2 Disclosure for Restructuring Transactions

N/A.

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

Confidentiality is not requested.

Item 7 **Omitted Information**

No information has been omitted in respect of the material change.

Item 8 **Executive Officer**

Steve Smith (President and Director)
Tel (604) 642-0115
Fax (604) 642-0116

Item 9 **Date of Report**

December 9, 2009