*Form 51-102F3*
**MATERIAL CHANGE REPORT**

**Item 1 Name & Address of Company**

**Oro Silver Resources Ltd.** (the “Company”)
Suite 1400 – 625 Howe Street
Vancouver, British Columbia
V6C 2T6

**Item 2 Date of Material Change**

November 17, 2008

**Item 3 News Release**

The press release was disseminated through MarketWire and Canada Stockwatch.
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**Item 4 Summary of Material Change**

The Company announced the second and final closing of its private placement announced on September 4, 2008 and October 3, 2008.

**Item 5 Full Description of Material Change**

The Company announced the completion of a second closing of a previously announce non-brokered private placement for an additional 438,333 at a price of $0.30 per unit. The total financing was 2,274,999 units at a price of $0.30 per unit for gross proceeds of $682,499.

Each unit consists of one common share and one-half non-transferable share purchase warrant. Each warrant will entitle the investor to purchase one additional common share at a price of $0.45 for a period of two years from the date of closing, subject to acceleration in the event the Company’s share price is greater than $0.66 for ten or more consecutive trading days at any time after the date that is four months after the date of issuance of the warrants. Peter Kendrick, officer of Oro Gold acquired 133,333 units as subscriber under the second closing.

No commissions or finder’s fees were paid on this transaction. The hold period for all securities issued under the second closing of the private placement will expire on March 13, 2009.

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

N/A

**Item 7 Omitted Information**

N/A

**Item 8 Executive Officer**

Mimy Fernandez-Maldonado, Corporate Secretary, (604) 646-1588

**Item 9 Date of Report**

November 27, 2008