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

May 29, 2009

Item 3 News Release

The press release was disseminated through Canada Stockwatch and Market News Publishing.
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Item 4 Summary of Material Change

The Company announced the second and final tranche closing of its non-brokered private placement announced on April 23, 2009

Item 5 Full Description of Material Change

See enclosed Schedule "A"

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

June 5, 2009

ORO SILVER PRIVATE PLACEMENT OVERSUBSCRIBED AND COMPLETED

May 29, 2009

Oro Silver Resources Ltd. ("Oro Silver" or the "Company") (TSX-V: OSR) is pleased to report that the non-brokered private placement announced on April 23, 2009 has been oversubscribed and completed. Pursuant to the second and final closing Oro Silver issued 3.6 million units at a price of $0.05 per unit for gross proceeds of $180,000, bringing the total number of units issued at 12 million for total gross proceeds of $600,000.

Each unit consisted of one common share and one-half of a common share purchase warrant. Each whole warrant entitled the holder to purchase one additional common share at an exercise price of $0.10 per share for a period of one year from May 28, 2009. The hold period for all securities issued under this second and final closing will expire on September 29, 2009. The Company will pay $8,400 in finder's fees.

The net proceeds of the private placement will be used for exploration and resource definition on Oro Silver's El Compas property in Zacatecas, Mexico, and for working capital and general corporate purposes.

About Oro Silver

Oro Silver is a silver exploration company pursuing early and advanced stage silver-based opportunities primarily in Mexico. Oro Silver's strategy is to develop properties towards silver production through a strategic business arrangement and development plan focused on advanced-stage projects with known silver resources that exhibit potential for expansion. The El Compas mine continues to be the cornerstone for Oro Silver's growth strategy in the Zacatecas silver district.

ON BEHALF OF THE BOARD OF DIRECTORS,

Darren Bahrey,
President & CEO

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