# FORM 51-102F3

## Material Change Report

1. **Name and Address of Company:**

   **Orestone Mining Corp.**
   975 - 163 Street
   Surrey, B.C. V4A 9T8

2. **Date of Material Change:**

   May 1, 2008

3. **News Release:**

   A news release was disseminated on May 1, 2008 and was subsequently filed on SEDAR.

4. **Summary of Material Change:**

   Analytical results for 2007 surficial sampling on Orestone's 19,000 hectare LaForce property, located 20 km east of Northgate Mineral's Kemess South mine in north-central B.C., have been received.

5. **Full Description of Material Change:**

   Recent results from Orestone's 100% owned, 19,000 hectare LaForce property have provided excellent gold assays on a new discovery located about 20 km east of Northgate Mineral's Kemess South copper-gold mine in northern British Columbia. Visible gold seen in a quartz vein sample has been confirmed with a grade of 6.8 g/T Au. Five of eight surface grab samples collected within a quartz stockwork zone returned anomalous to strongly anomalous gold values of 6.8, 5.6, 0.5, 0.3, and 0.3 g/T Au. Orestone plans to accelerate its evaluation of this zone and many other high-priority gold targets on the property with a 2008 summer work program.

   The prospect consists of a moderately to locally well-developed quartz stockwork zone hosted by strongly pyritized and silica-sericite altered clastic sediments. The stockwork zone carries variable amounts of pyrite and minor chalcopyrite and may be stratabound. It occurs across an apparent zone width of about 50 metres and has been traced along strike for approximately 500 metres. The clastic sediments hosting the gold mineralization at LaForce are likely correlative with Paleozoic to Mesozoic sediments within Quesnel Terrane, which are known to host significant gold mineralization elsewhere in the province. There is no public record of previous work ever having been done on the property.

   In reaction to these results, Orestone staked an additional 5,400 hectares on strike with mineralization and 4300 hectares to the east. The property now covers a total of 19,000 hectares and a 30-km length of favorable geology and regional geochemistry. In addition, Orestone staked the 3,200 hectare Lay property, 30 km southeast, over similar geology and regional geochemistry.

6. **Reliance on Subsection 7.1(2) or (3) of the National Instrument 51-102 *Continuous Disclosure Obligations*:**

   Not applicable.

7. **Omitted Information:**

   Not applicable.

8. **Executive Officer Knowledgeable of Material Change:**

   Gordon Richards, President
   Telephone: (604) 940-6466

9. **Date of Report:**

   May 1, 2008

**ORESTONE MINING CORP.**

By: s/ "*Gordon Richards*"

President
(Official Capacity)

Gordon Richards
(Please print here name of individual whose signature appears above.)