FORM 51-102F3
Material Change Report

Section 7.1 of National Instrument 51-102
Continuous Disclosure Obligations

Item 1. Name and Address of Company

OREFINDERS RESOURCES INC.
2300-1066 West Hastings Street
Vancouver, B.C. V6E 3X2

Item 2. Date of Material Change January 17, 2013

Item 3. News Release

Issued and distributed through the facilities of Canada Stockwatch and Market News on January 17, 2013

Item 4. Summary of Material Change

See attached copy of the January 17, 2013 News Release

Item 5. Full Description of Material Change

See attached copy of the January 17, 2013 News Release

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

William Yeomans
Telephone: (250) 707-0911

Item 9. Date of Report

January 17, 2013

ORefinders RESOURCES INC.

January 17, 2013 **TSX.V: ORX**

Orefinders announces partial exercise of over-allotment option for 734,000 shares at $0.50 per share; drilling continues at Mirado Gold Property, Kirkland Lake, Ontario

Orefinders Resources Inc. (TSX.V: ORX) is pleased to announce that Macquarie Capital Markets Canada Ltd. has exercised the majority of the over-allotment option granted pursuant to the Company's Initial Public Offering prospectus dated November 27, 2012 and purchased an additional 734,000 common shares of the Company at the purchase price of $0.50 per common share. An additional 51,380 Agent Warrants exercisable at $0.50 per share for an 18 month period have also been issued as part of the compensation for the sale of these over-allotment shares.

Since commencing drilling on January 5, 2013, Orefinders has drilled over 1600 metres in five core holes at the Mirado gold property near Kirkland Lake, Ontario. The Mirado property consists of 12 patented claims (432 acres) located 20 km southeast of the town of Kirkland Lake and is accessible by all season roads with nearby power and rail. This initial 2,000 metre Phase 1 drill program is designed to test the potential for near surface, bulk tonnage gold mineralization on the property.

Gold was initially discovered on the Mirado property in 1930. During the period from 1930 until 1987, the Mirado property has been subject to several exploration programs, several diamond drilling campaigns, and underground and open pit mining activity. Over 40,000 metres of drilling was completed by several companies including Mirado Nickel Mines, Broulan Reef, Amax Minerals Exploration, and Golden Shield Resources Inc. Additional work completed at Mirado included an environmental base line study, bulk sampling, stockpiling of open pit and underground material and metallurgical test-work programs, with Dynatec Mining Ltd. being contracted by Golden Shield in 1986 for underground and open pit operations. A summary of this work can be viewed on the government web site www.geologyontario.mndmf.gov.on.ca/gosportal/gos?command=mndmsearchdetails:afri&uuid=32D04SW0141.

Orefinders has taken the over 40,000 m of historical surface and underground diamond drill hole data and detailed surface and underground geological mapping and sampling data completed at the Mirado project and built a 3D model of the deposit utilizing GEMcom software (GEMS). The 3D model was then integrated with a recent, deep penetrating IP survey that was conducted over the deposit during the spring of 2012. The IP survey was conducted over 14 line km and tested the Mirado deposit to a depth more than 300m deeper than any of the previous drilling and underground workings; several significant, "chargeability" anomalies associated with tuffaceous and pyroclastic units were detected near the top of the Skead volcanic assemblage. These geophysical targets will be systematically drill tested during this current and upcoming programs.

The Mirado property does not currently have any mineral resource or reserve estimates. All historic reported drill intersections are non-43-101 compliant, since all of the drill core is no longer available for re-assaying for conducting industry standard QA\QC. The drill logs and historical assays are only being used internally as a guide to planning the 2013 diamond drill program, and results will be reported as they become available. For more information on the Mirado gold project, including properties maps and a Technical Report dated July 16, 2012, please visit our web site at www.orefinders.ca

The technical information contained in this news release has been approved by William Yeomans, the President of Orefinders, who is a Qualified Person as defined in "National Instrument 43-101, Standards of Disclosure for Mineral Projects."

On behalf of the Board of Directors

"William Yeomans"

William Yeomans, P. Geo
President

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Certain information in this press release may contain forward-looking statements. This information is based on current expectations that are subject to significant risks and uncertainties that are difficult to predict. Actual results may differ materially from results suggested in any forward-looking statements. Orefinders assumes no obligations to update the forward-looking statements, or to update the reasons why actual results could differ from those reflected in the forward-looking statements unless required by securities laws applicable to Orefinders. Additional information identifying risks and uncertainties is contained in filings by Orefinders with Canadian securities regulators, which filings are available under Orefinders profile at www.sedar.com.

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