

**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 31, 2014
- Item 3.        News Release
- Issued and distributed through the facilities of Marketwire on January 31, 2014
- Item 4.        Summary of Material Change
- See attached copy of the January 31, 2014 News Release
- Item 5.        Full Description of Material Change
- See attached copy of the January 31, 2014 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 31, 2014

## Orefinders amends Derlak Red Lake Option Agreement

January 30, 2014

TSX.V: ORX

**Orefinders Resources Inc. (TSX.V: ORX)** is pleased to report that the terms of the Derlak Red Lake option agreement with Jubilee Gold Exploration Ltd. have been amended to provide Orefinders with an additional year to satisfy its work commitment and earn a 100% interest in the Derlak Red Lake gold property in Ontario.

The Derlak Red Lake patented claims are well positioned 1,800 meters northeast along trend from the head frame of the Madsen gold deposit. The Derlak claims represent some of the oldest patents in the Red Lake camp. These patented land holdings occupy more than 2 kilometers of the favorable regional unconformity known to host all of the major gold deposits in the Red Lake district. In 2012-2013, Orefinders completed an initial \$500,000 work program that included a deep penetrating Titan survey across the unconformity as well a preliminary diamond drill program. The drilling confirmed the location of the favourable gold bearing Austin Tuff horizon which hosts the gold ore bodies at the nearby Madsen Mine. In accordance with the amended agreement, Orefinders now has until January 19, 2016 to complete the remaining \$500,000 in exploration expenditures in order to earn a 100% interest in the Derlak Red Lake property, subject to a 3% NSR of which 1% can be purchased for \$1 million.

On December 19, 2013, Laurentian Goldfields Ltd. entered into a definitive agreement to purchase a 100% interest in the Madsen Gold Project from Claude Resources Inc. Additionally, on January 14, 2014, Laurentian entered into a letter of intent to purchase a 100% interest in the Newman-Madsen Gold property from Sabina Gold & Silver Corp. As a result of these two transactions, property controlled by Laurentian now completely surrounds the Derlak patent claims. A map indicating the location of the Derlak property relative to Claude's Madsen Gold Project and Sabina's Newman-Madsen Gold property is available on our website at [www.orefinders.ca](http://www.orefinders.ca).

Orefinders is currently well financed and focused on its 2014 exploration program at its wholly-owned Mirado gold project in Kirkland Lake, Ontario, with \$1.7 million working capital as of January 31, 2014. The Mirado gold project is the subject of a Technical Report prepared by SRK Consulting (Canada) Inc. dated December 9, 2013 and hosts a NI 43-101 compliant resource of 442,000 ounces of gold in an inferred mineral resource of 10,618,000 tonnes with an average grade of 1.29 grams per tonne gold (gpt Au) in open pit, underground and three separate stockpiles.

On behalf of the Board of Directors

“William Yeomans”

William Yeomans, P. Geo  
President

*Neither TSX Venture Exchange nor its Regulations Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.*

*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](http://www.sedar.com).*

For further information, please contact

William Yeomans, P. Geo.

President

Phone: 1-250-707-0911

E-mail: [byeomans@orefinders.ca](mailto:byeomans@orefinders.ca)

Or

Stephen Stewart

VP Corporate Development

Phone: 1-416-644-1567

E-mail: [sstewart@orefinders.ca](mailto:sstewart@orefinders.ca)