

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 December 22, 2014
- Item 3. News Release
- Issued and distributed through the facilities of Marketwire on December 22, 2014
- Item 4. Summary of Material Change
- See attached copy of the December 22, 2014 News Release
- Item 5. Full Description of Material Change
- See attached copy of the December 22, 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
- December 22, 2014



December 22, 2014

TSX.V: ORX

Orefinders agrees to Private Placement for \$300,000

Orefinders Resources Inc. (TSX.V: ORX) has agreed to a non-brokered private placement of 3,000,000 flow-through shares at a price of \$0.10 per share for gross proceeds of \$300,000. There are no finders fees payable on this placement, which is subject to acceptance for filing by the TSX Venture Exchange.

The proceeds from this placement will be used for exploration at the Company's wholly-owned Mirado gold project in Kirkland Lake, Ontario which contains a current NI-43-101 compliant resource of 442,000 ounces of gold contained within an inferred resource of 10,618,000 tonnes at an average cut grade of 1.29 g/t Au. Throughout 2014, the Mirado land package was significantly expanded through staking and acquisitions, with Orefinders now holding 2,348 hectares of highly prospective, under-explored ground.

During 2014 Orefinders focused on infrastructure development by upgrading road access which is now licensed for 40 tonne hauling capacity into the mine site. All of the timber on the patent claims, including the area of the current resource and stockpiles, was harvested and an environmental study required for permitting the removal of existing stockpiles was completed. All of these field activities were completed ahead of schedule and under-budget. During the fall of 2014 Orefinders released significant high grade trenching results which demonstrated excellent exploration potential for expansion of the current resource.

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.

For further information, please contact

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