

**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 24, 2014
- Item 3.        News Release
- Issued and distributed through the facilities of Marketwire on December 24, 2014
- Item 4.        Summary of Material Change
- See attached copy of the December 24, 2014 News Release
- Item 5.        Full Description of Material Change
- See attached copy of the December 24, 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 24, 2014



December 24, 2014

TSX.V: ORX

**Orefinders agrees to Private Placement for \$300,000**

**Orefinders Resources Inc. (TSX.V: ORX)** has closed the previously announced 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. The shares will be subject to a hold period expiring on April 25, 2014. No finders fees were payable on this placement.

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 the fall of 2014 Orefinders released significant high grade trenching results which demonstrated excellent exploration potential for expansion of the current resource (see our news release of December 3 2014).

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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