ADROIT RESOURCES

Exploring and Developing
Mining Properties Worldwide
TSX.V: ADT FSE: A7V

BC FORM 51-102F3
SECURITIES ACT

MATERIAL CHANGE REPORT

1. Name and Address of Company: Adroit Resources Inc.

2. Date of Material Change: May 3rd, 2011.

3. News Release:

A news release dated May 3rd, 2011 to Stockwatch and Market News.

4. Summary of Material Change:

Please see the attached news release.

5. Full Description of Material Change: See attached news release dated May 3rd, 2011.

6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102: N/A

7. Omitted Information: Nil

8. Executive Officer:

Graeme Rowland, Chairman and President

9. Date of Report:

Dated at Vancouver, British Columbia this May 3rd, 2011.

(signed "Graeme Rowland")

Graeme Rowland
Chairman & President

News Release – May 3rd, 2011
NEW PRIVATE PLACEMENT and UPDATE

Vancouver, Canada, May 3rd, 2011. New Private Placement. Management is pleased to report that the Company has agreed to raise up to $1,000,000 in a new private placement from mainly new investors. The financing is comprised of up to 100 units at C$10,000.00 per unit, for gross proceeds of up to C$1,000,000. Each unit will be comprised of one hundred thousand (100,000) common shares and fifty thousand (50,000) common share, two year, transferable, purchase warrants. Each full warrant entitles the purchaser to purchase one common share at a price of C$0.15 per share in the first four months, at a price of C$0.25 per share in the second eight months and at price of $0.35 in the last year.

The new private placement is subject to regulatory approval. A finder's fee may be payable in connection with this private placement in accordance with the policies of the TSX Venture Exchange.

Previous Private Placement. Management reports that there is delay in receiving funds for a part of its accepted first tranche of $1,278,787 of its up to $3.5 million private placement announced on February 1, 2011. The first tranche acceptance was announced on February 25, 2011 by the Company and the shortfall is currently $313,500.

The shortfall is due to one subscriber, a European fund which subscribed for $636,500. From that subscriber, the Company has received four payments totaling $323,000, leaving $313,500 still unpaid of the total subscribed amount.

The Company does not intend to cancel the outstanding part of this subscription until it becomes certain that the subscribing fund will not honour its obligation in full. The Company has not released any securities to the fund and is therefore in a position to return the relevant securities to treasury if all or part of the outstanding shortfall is not received. The Company has recorded the outstanding balance of this subscription as a 'subscription receivable'.

The Company announces it has now cancelled the second tranche of its $3.5 million private placement announced on February 1, 2011.

Adroit Resources Inc. is a mineral exploration company currently exploring for Gold, Silver and especially the strategic metal Antimony in Central Italy and diamonds, precious and base metals in the Temagami/Cobalt and Bancroft areas of Ontario, Canada. In addition, Adroit is seeking new precious, base and strategic metal projects to add to its expanding portfolio. The Company's issued and outstanding share capital is 105,065,192. On the closing of the new private placement, the issued and outstanding share capital will be 115,065,192.

On behalf of the Board of Directors,

Graeme Rowland

Chairman and President

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Note: The TSX Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of this release.