

**BC FORM 51-102F3
SECURITIES ACT**

MATERIAL CHANGE REPORT

- 1. Name and Address of Company:** Adroit Resources Inc.
- 2. Date of Material Change:** May 19th, 2011.
- 3. News Release:**
A news release dated May 19th, 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 19th, 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 19th, 2011.

(signed "Graeme Rowland")

Graeme Rowland
Chairman & President

News Release – May 19th, 2011
PRIVATE PLACEMENT CLOSED

Vancouver, Canada, May 19th, 2011. In the Company's news release of May 3rd, 2011, management reported that there was a delay in receiving a portion of the funds 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 25th, 2011 by the Company and the shortfall as of May 3rd, 2011 was \$313,500.

The Company has now cancelled the outstanding portion of the subscription, returned the relevant securities to treasury and amended its accounts accordingly. The \$0.19 cent private placement financing is now closed, with 5,080,458 shares and 5,080,458 warrants issued for gross proceeds of \$965,287.

The private placement proceeds will be used for the Company's Italian and Ontario, Canada projects plus general working capital.

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 now 105,065,192 and will be 103,415,192 on the cancellation of the securities.

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.