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:** February 3rd, 2012.

3. **News Release:**

   A news release dated February 3rd, 2012 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 February 3rd, 2012.

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 February 3rd, 2012.
(signed "Graeme Rowland")

Graeme Rowland
Chairman & President

News Release – February 3rd, 2012
PRIVATE PLACEMENT AGREED FOR UP TO $500,000
And BOARD APPOINTMENTS

Vancouver, Canada, February 3rd, 2011. Private Placement agreed for up to $500,000 and Board Appointments. Management is pleased to report that the Company has agreed to raise up to $500,000 in a private placing organised by the Company. The financing is comprised of up to 100 units at C$5,000.00 per unit. Each unit is comprised of one hundred thousand (100,000) common shares and fifty thousand (50,000), two year, transferable common share purchase warrants. Each warrant entitles the warrant holder to purchase one common share at a price of C$0.10 per share in the first six months, at a price of C$0.15 per share in the following six months or at price of $0.25 per share in the final year.

The 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.

The funds will be used for exploration purposes on the Company's projects in Canada and in Italy and for general corporate purposes.

Board Appointments. Miss Catherine Feore, Vice President Marketing, has been appointed to the Board of Directors and she replaces Mr Sunil Joseph who has resigned for personal reasons. Mr David Hutcheson has accepted the appointment of Chairman of the Audit Committee.

Catherine has represented the interests of a number of different organisations to Europe's institutions, including airport authorities, universities, public transport and waste disposal organisations. Catherine was also seconded to the European Commission as a British national expert on urban policy with responsibility for 13 urban programmes in France and the UK worth €350M. Whilst working for Europe's Chemistry Societies, she was active in the debate on critical raw materials, a debate that is very relevant to Adroit's work in Italy. Adroit's historic resources and further exploration could potentially result in the EU becoming the second largest producer of antimony in the world. As Vice President of Marketing, Catherine has an in-depth understanding of Adroit's work in both Canada and Italy.

President's Comments: 'I am very pleased that Catherine Feore has joined the board of directors as I believe her contribution to our efforts to increase shareholder value will be much enhanced. I extend my hearty best wishes to Sunil Joseph and thank him for his much appreciated efforts.'

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. The issued and outstanding share capital of the Company is 135,295,191.

On behalf of the Board of Directors,

Graeme Rowland

Chairman and President

Adroit Resources Inc. 510 – 1190 Melville Street, Vancouver, B.C., V6E 3W1
(604) 688-3304
info@adroitresources.ca
web site: www.adroitresources.ca

Blackwell (Corporate Advisor)
(416) 364-3123
blackwell@tcn.net