BC FORM 51-102F3
SECURITIES ACT

MATERIAL CHANGE REPORT

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

2. Date of Material Change: September 3rd, 2013

3. News Release:

A news release dated September 3rd, 2013 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 September 3rd, 2013.

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 September 3rd, 2013.

(signed "Graeme Rowland")

Graeme Rowland
Chairman & President

News Release – September 3rd, 2013
PRIVATE PLACEMENT TSX VENTURE CONDITIONAL APPROVALS RECEIVED TO RAISE UP TO $500,000 IN TWO TRANCHES AND FOR THE FIRST TRANCE OF $140,000

Vancouver, Canada, September 3rd, 2013. Private Placement. Further to the Company's news release of August 22nd, 2013, management is pleased to report that TSX Venture's (TSXV) conditional approval dated August 30th, 2013 has been received to raise up to $500,000 under the Temporary Relief Measures. The conditional approval is for the private placement of 50,000,000 shares at a price of $0.01 per share with 24,000,000 warrants attached to purchase 24,000,000 shares at a price of $0.05 per share if exercised within the first year and at a price of $0.10 if exercised in the second year. The private placement is to be done in two tranches:

First Tranche for $140,000. The First Tranche is for the issue of 14,000,000 shares and 6,000,000 warrants of the private placement and is in respect of subscription agreements already been received by the Company. The funds are primarily to be used for head office costs including accounting, audit and preparation for the Company's Annual General Meeting. The Company is required to file its annual accounts by September 28th, 2013 to remain in compliance. The First Tranche is subject to final acceptance by the TSXV.

Second Tranche for up to $360,000. The Second Tranche is for the issue of 36,000,000 shares and 18,000,000 warrants of the private placement. Under the Temporary Relief Measures, the private placement must be completed within 30 days following the date of conditional acceptance by the TSXV. To ensure the timely completion of the Private placement, the Company has set a deadline of September 26th, 2013 for the receipt of subscription agreements for the Second Tranche. The funds are primarily to be used for used preserving and maintaining all or part of the existing business of the Company. The Second Tranche is subject to final acceptance by the TSXV.

President's Comments: "I am particularly pleased with the TSXV's conditional acceptance for the Company to raise up to $500,000 in two tranches as we now have the time for shareholders and potential new investors to consider taking up this very low priced opportunity on their return from the holiday period. It should be noted that the Temporary Relief Measures expired on August 31st, 2013"

Short Status Report (repeated from the Company's August 22nd, 2013 news release):

Italy: The Company is currently in discussions with a number of interested parties with a view to entering into a joint venture or co-operation agreements for parts of its Italian project with parties with differing objectives; some for Gold and the others for Antimony. Following a meeting last month in Florence with management, the President of Tuscany Region's office have confirmed their willingness to chair political, authority and technical meetings with a view to smoothing the way forward to the re-commencement of metal mining in the Region.

Canada: The Company's exploration plans are on hold due to market conditions and the Company's flagship 198 sq km property, with two NI 43-101 reports, has more than two years of good standing assessment work filed. Before the down turn, there were several parties interested in possible joint ventures and this interest is likely to resurface once market conditions improve.

Financial Prudence: Commensurate with the need to survive until the next up turn, staffing has been reduced to a bare minimum, all incentive options cancelled and overheads reduced with the directors and senior management working without cash payment.

Adroit Resources Inc. is a mineral exploration company that is currently exploring for antimony, gold and silver in Central Italy and precious and base metals in the Timmins, South/Shining Tree/Temagami/Cobalt and Bancroft areas of Ontario, Canada. The Company currently has 159,957,209 shares issued and outstanding. On completion of this private placement, the Company's issued and outstanding shares will be up to 209,957,209.

On behalf of the Board of Directors,

Graeme Rowland

Chairman and President

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